DRAFT RED HERRING PROSPECTUS
Dated: September 14, 2024
Please read section 26 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

OMNISTAR ENTERTAINMENT.COM LIMITED

Corporate Identity Number: U62013TG2022PLC159055

REGISTERED OFFICE	CONTACT PERSON	E-MAIL And TELEPHONE	WEBSITE
Flat No 402, Raj Royal Megistic 7-1-215/A, D K Road, Ameerpet, Hyderabad-500016, Telangana, India	Divya Rathi Company Secretary and Compliance Officer	cs@omnistarentertainment.com +91-99597 25068	www.omnistarentertainment.com

OUR PROMOTERS: BALACHANDAR MALLICARJUNAN, VINEET RAJ MATHUR, ANUSHA MATHUR AND KUNAL RAJ MATHUR

DETAILS OF OFFER TO PUBLIC

TYPE	FRESH ISSUE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	21,60,000 Equity shares of ₹10 each having an issue Price [●] aggregating to ₹[•].00 Lakhs	21,60,000 Equity shares of ₹10 each having an issue Price [●] aggregating to ₹[•] Lakhs	The Issue is being made pursuant to Regulation 229 (1) of SEBI (ICDR) Regulations as the Company's post issue paid-up capital is less than ₹1000 Lakhs. For details in relation to share reservation among NIIs and RIIs, see "Issue Structure" on page 276 of this Draft Red Herring Prospectus.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 85 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 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 investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus.

ISSUER'S 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 Issue, which is material in the context of this Issue, 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 make 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.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchange. For this Issue, the Designated Stock Exchange shall be the National Stock Exchange of India Limited ("**NSE**").

BOOK RUNNING LEAD MANAGER

Name of Book Running Lead Manager and Logo	Contact Person	Email Id & Telephone No
EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED	Mr. Shobhit R Agrawal	**Email id:** ipo@expertglobal.in; **Telephone:** +91 11 4509 8234

REGISTRAR TO THE ISSUE

Name of Registrar and Logo	Contact Person	Email & Telephone
Skyline Financial Services Pvt. Ltd.	Mr. Anuj Kumar	**Email:** ipo@skylinerta.com **Telephone**: +91-011-40450193-97

BID / ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE	BID OPENS ON/ISSUE PERIOD#	BID/ISSUE CLOSES ON#
[•]*	[•]*	[•]*

#UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date
**Our Company and the Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date.*

DRAFT RED HERRING PROSPECTUS
Dated: September 14, 2024
Please read section 26 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

OMNISTAR ENTERTAINMENT.COM LIMITED

Corporate Identity Number: U62013TG2022PLC159055;

Our Company was originally incorporated as "Omnistar Advertising Private Limited" as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated January 25, 2022, issued by the Registrar of Companies, Central Registration Centre. Thereafter, pursuant to a special resolution passed by the shareholders of our Company passed in their meeting on September 28, 2023, the name of our Company was changed to 'Omnistar Entertainment.Com Private Limited', and a fresh certificate of incorporation dated October 21, 2023, was issued to our Company by the RoC. Thereafter, our Company was converted into a public limited company pursuant to Board Resolution dated October 30, 2023 and thereafter special resolution passed by the shareholders of our Company passed in their meeting on December 01, 2023, pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Hyderabad on December 13, 2023. For further details see "History and Corporate Structure" beginning on page 169.

Registered Office: Flat No 402, Raj Royal Megistic 7-1-215/A, D K Road, Ameerpet, Hyderabad-500016, Telangana, India;
Website: www.omnistarentertainment.com; **E-mail:** cs@omnistarentertainment.com;**Telephone**: +91-99597 25068
Contact Person: Divya Rathi, Company Secretary and Compliance Officer;

OUR PROMOTERS: BALACHANDAR MALLICARJUNAN, VINEET RAJ MATHUR, ANUSHA MATHUR AND KUNAL RAJ MATHUR

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFERING OF UP TO 21,60,000 EQUITY SHARES OF ₹10/- EACH ("EQUITY SHARES") OF OMNISTAR ENTERTAINMENT.COM LIMITED ("OMNI" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"). OUT OF THE ISSUE 1,08,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 20,52,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT AN ISSUE PRICE OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.17% and 28.66%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND IN THE TELUGU NEWSPAPER [□] (TELUGU BEING THE REGIONAL LANGUAGE OF TELANGANA WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE"). FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 268 OF THIS DRAFT RED HERRING PROSPECTUS.

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 circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, 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 Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5.00% 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, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Issue Procedure" on page 279

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 85 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 nor regarding the price at which the Equity Shares will be traded after listing

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of "Risk factors" beginning on page no. 32 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, 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.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchange. For this Issue, the Designated Stock Exchange shall be the National Stock Exchange of India Limited ("**NSE**"). Our Company has received 'in-principle' approval from the NSE for the listing of the Equity Shares pursuant to letters dated [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with the Companies Act, 2013.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110034, India; **Telephone:** +91 11 4509 8234; **Email:** ipo@expertglobal.in; **Website**: www.expertglobal.in; **Investor Grievance Email:** compliance@expertglobal.in; **Contact Person:** Mr. Shobhit R Agrawal; **SEBI Registration Number:** INM000012874	**SKYLINE FINANCIAL SERVICES (P) LTD** D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020; **Telephone:** 011-40450193-97 & 011-26812682-83; **Email:** ipo@skylinerta.com; **Website:** www.skylinerta.com; **Contact Person:** Mr. Anuj Kumar; **SEBI Registration Number**: INR000003241;

BID / ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE	BID OPENS ON/ISSUE PERIOD	BID/ISSUE CLOSES ON
[●]*	[●]#*	[●]#*

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

#UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date

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SECTION I
DEFINITION AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 ("SCRA"), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections "Statement of Possible Tax Benefits", "Financial Information of the Company" and "Main Provisions of the Articles of Association" on page 74, 201 and 306 respectively, shall have the meaning ascribed to such terms in such sections.

GENERAL TERMS

Term	Description
"The Company", "Our Company" and"" or "The Issuer" or "OMNI"	Omnistar Entertainment.Com Limited, a Company incorporated in India under the Companies Act, 2013 having its Registered Office at Flat No 402, Raj Royal Megistic 7-1-215/A, D K Road, Ameerpet, Hyderabad-500016, Telangana, India
"we", "us" and "our"	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
AOA/ Articles/ Articles of Association	The articles of association of Omnistar Entertainment.Com Limited, as amended from time to time.
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Audit Committee	Audit committee of our Board, as described in "Our Management" on page no. 175
Bankers to offer	Collectively, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Refund Bank(s), as the case may be.
Board of Directors / the Board / our Board	The Board of Directors of our company including all duly constituted Committees thereof as the context may refer to.
Care Advisory Report	Industry report titled "Digital Media industry" dated August 30, 2024, which has been commissioned and paid for by our Company and prepared by CARE Analytics & Advisory Private Limited exclusively in connection with the Offer. The Care Report is available on our website of the company at https://omnistarentertainment.com/investors/industry-report/
Chief Financial Officer	The Chief Financial Officer of our Company being Vineet Raj Mathur
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Divya Rathi

Term	Description
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s)	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
Equity Shareholders	Persons / entities holding Equity Share of our Company
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled Our Management beginning on page 112
Individual Promoters	Balachandar Mallicarjunan, Vineet Raj Mathur, Anusha Mathur And Kunal Raj Mathur
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being INE0TP101017
IT Act	The Income Tax Act,1961 as amended till date
IPO Committee	The IPO committee of our Board as described in "Our Management –Committees of the Board -IPO Committee" on page [•]
Key Management Personnel/ KMP	Key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013, together with the Key Managerial Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and as disclosed in the chapter titled "Our Management" on page no. 175.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Managing Director	The managing director of our Company, namely Mallicarjunan Balachandar
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on [●] in accordance with the requirements of the SEBI (ICDR) Regulations.
MOA or Memorandum of Association	Memorandum of Association of our company as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration committee of our Board constituted in accordance the Companies Act, 2013
Non- Executive Director	A Director not being an Executive Director or an Independent Director
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.

Term	Description
Promoters	Balachandar Mallicarjunan, Vineet Raj Mathur, Anusha Mathur And Kunal Raj Mathur are the promoters of our Company in terms of Regulation 2(1)(oo) of the SEBI ICDR Regulations. For details, see "Our Promoters and Promoter Group" on page 195
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "Our Promoters and Promoter Group" on page 195
Peer Review Auditor	Peer Review Auditor having a valid Peer Review certificate in our case being 015245., Chartered Accountants (Firm Registration No. 125924W)
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office	Our company's registered office is situated at Flat No 402, Raj Royal Megistic 7-1-215/A, D K Road, Ameerpet, Hyderabad-500016, Telangana, India
Reserve Bank ofIndia/RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information Statement	The restated financial information of our Company comprises of the restated statement of assets and liabilities as at and for the three months ended period ended June 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for for the three months ended period ended June 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary statement of significant accounting policies, and other explanatory information prepared in terms of the Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, each as amended.
RoC/ Registrar of Companies	Registrar of Companies, Hyderabad
SEBI	Securities and Exchange Board of India constituted under the SEBI Act,1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ICDR Regulations/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.

Term	Description
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulation 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Stakeholder's Relationship Committee	Stakeholder's relationship committee of our Company constituted in accordance with Regulation 20 of the SEBI (LODR) Regulations and the Companies Act, 2013
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub- accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Gradiente Infotainment Limited, Sudheep Raj Mathur and Vineet Raj Mathur
WTD	Whole-Time Director
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(lll) of the SEBI ICDR Regulations

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allot /Allotment /Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue pursuant to the Offer for Sale to successful Bidders.
AllotmentAdvice	A note or advice or intimation of Allotment sent to the Applicants 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 (s)	A successful applicant to whom the Equity Shares are being/have been 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 and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring

Term	Description
	Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The 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 Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis 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.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus. and the Application form.
ApplicationAmount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purpose of this Draft Red Herring Prospectus.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/ CFD/ POLICYCELL /11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASB Aprocess only.

Term	Description
ASBA Account	Account maintained by the Applicant with an SCSB which will be blocked by such SCSB or the account of the RII blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Application Amount of the Applicant
ASBA Application Location (s)/Specified Cities	Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat.
Banker to the Issue and Refund Banker/ Public Issue Bank	Banks which are Clearing Members and registered with SEBI as Banker to an Issue and with whom the Public Issue Account will be opened, in this case being [•]
Banker to the Issue Agreement	Agreement dated [•] entered into amongst the Company, Lead Manager, the Registrar to the Issue and the Banker to the Issue/ Sponsor Bank/Refund Bank on the terms and conditions thereof
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled "Issue Procedure" beginning on page no. 279 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period 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 as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Lot	Bid lot in multiples of 1200 equity shares thereafter.
Bid/ Issue Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Hyderabad (a widely circulated Regional language daily newspaper) ([•] being the regional language of [•], where our Registered Office is located).
Bid/Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Hyderabad (a widely circulated Regional language daily newspaper) ([•] being the regional language of Telangana, where our Registered Office is located).
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days,

Term	Description
	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. Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid /Issue Period.
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bidding	The process of making a Bid.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the Stock Exchange.
Book Building Process/ Book Building Method	Book Building Process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Expert Global Consultants Private Limited
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation ofAllocation Note	The note or advice or intimation sent to each successful Applicant indicating theEquity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client ID	Client Identification Number maintained with one of the Depositories in relationto demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BrIm, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, which shall be any price within the

Term	Description
	Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details and UPI ID wherever applicable.
Depository /Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., www.bseindia.com
Designated RTALocations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs and in case of RIIs only ASBA Forms with UPI. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of Which is available on the website of SEBI

Term	Description
	atwww.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE Emerge i.e. SME platform of NSE)
DP	Depository Participant
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus.	Draft Red Herring Prospectus. issued in accordance with the SEBI ICDR Regulations.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Application Form and the Draft Red Herring Prospectus. will constitute an invitation to subscribe to or to purchase the Equity Shares of the Issuer.
Emerge Platform of NSE	The Emerge Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on [•]
Electronic Transfer ofFunds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus. constitutes an invitation to purchase the Equity shares issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid
FII/ ForeignInstitutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ SoleApplicant	Bidder(s) 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, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
Fresh Issue Proceeds	The proceeds of the Fresh Issue as stipulated by the Company. For further information about use of the Fresh Issue Proceeds please see the chapter titled "Objects of the Issue" beginning on page no. 74 of this Draft Red Herring Prospectus.
Foreign VentureCapital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Foreign Portfolio Investor / FPIs	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014,

Term	Description
	provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fugitive EconomicOffender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/ 2016/26) dated January 21, 2016 notified by SEBI. The General Information Document shall be made available on the websites of the Stock Exchanges, the Lead Manager
GIR Number	General Index Registry Number
IPO	Initial Public Offering
Issue / Public Issue / Issue size/ Initial Public Offering	The Initial Public Offering of up to 21,60,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [•] each, aggregating up to ₹ [•] Lakhs, consisting of a Fresh Issue.
Issue document	Includes Red Herring Prospectus and Prospectus filed with Registrar of Companies.
Issue Agreement	The Memorandum of Understanding (MoU) dated [●], entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹[●]/- per Equity Share
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details, please refer chapter titled “Objects of the Issue” page no. 74 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited
Lot Size	The Market lot and Trading lot for the Equity Share is 1200 and in multiples of [•] Equity Shares thereafter; subject to a minimum allotment of [•] Equity Shares to the successful applicants
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time

Term	Description
Market Maker Agreement	The Market Making Agreement dated [•] between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of face value of ₹10/- each fully paid for cash at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by the Market Maker.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of listing.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Net Issue of 20,52,000 equity Shares of face value of ₹ 10/- each fully paid for cash at a price of ₹ [·] per Equity Share (the "Issue Price"), share aggregating to ₹.[•] Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Net Issue Proceeds and Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page no 74 of this Draft Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Term	Description
Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations, 2021
Red Herring Prospectus / RHP	The 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

Term	Description
	not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made.
Refund Bank(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case being [•] Limited
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated September 14 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Retail Individual Investor(s)/ RII(s)	Individual Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2.00 lakhs.
Revision Form	The form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Application Amounts (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can withdraw or revise their Application until Issue Closing Date).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015 issued by SEBI.
Registrar to the Issue /Registrar	The Registrar to the Issue being Skyline Financial Services (P) Ltd

Term	Description
SCORES	Securities and Exchange Board of India Complaints Redress System
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI SAST /SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 asamended
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Self-Certified Syndicate Bank(s)/SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on 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.
SEBI (PFUTP) Regulations/ PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Transaction Registration Slip / TRS	The slip or document issued by an SCSB (only on demand), Registered Brokers, as the case may be, to the Applicant, as proof of registration of the Application
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the

Term	Description
	Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Circular	The SEBI circular no. SEBI /HO / CFD /DIL2 / CIR /P /2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI / HO/ CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI /HO /CFD /DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO /CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular number SEBI/ HO/ CFD/ DIL2/P/ CIR/2022/75 dated May 30, 2022, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI MandateRequest	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment
UPI mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
Unified Payment Interface/ (UPI)	UPI is an instant payment system developed by the NPCI
U.S. SecuritiesAct	U.S. Securities Act of 1933, as amended
UPI PIN	Password to authenticate UPI transaction
Venture CapitalFund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter	Willful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which

Term	Description
	commercial banks in Mumbai are open for business; (iii) thetime period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

Technical and Industry Related Terms

Term	Descriptions
2D	Two Dimensional
OTT	Over the Top media service
SEO Services	Search Engine Optimization
SEM Services	Search Engine Marketing
PPC	Pay Per Click
Pre-Production	Preparation for the shoot, in which cast and crew are hired, locations are selected, and sets are built
Post-Production	The film is edited, sound effects, music and any computer effects are added, and the film is completed
VHS	Video Home System
ASSOCHAM	Associated Chambers of Commerce and Industry of India
CAD	Computer Aided Design
CAGR	Compound Annual Growth Rate
EDM	Electrical Discharge Machine
FQC	Final Quality Control
GDP	GDP Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HNI’s	High Networth Individuals
IIP	Index of Industrial Production
NCAER	National Council of Applied Economic Research
Y-o-Y	Year on year

CONVENTIONAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
Approx	Approximately
Arbitration Act	Arbitration and Conciliation Act, 1996
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AY	Assessment Year
B. Com	Bachelor of Commerce
Banking Regulation Act	Banking Regulation Act, 1949
B.SC	Bachelor of Science
CA	Chartered Accountant
CAD	Current Account Deficit
CAGR	Compound Annual Growth Rate

Term	Description
Category- I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
CategoryII foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
CategoryIII foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CFPI	Consumer Food Price Index
CGST	Central GST
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
C.P.C.	Code of Civil Procedure, 1908
CS & CO	Company Secretary & Compliance Officer
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
COVID - 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CY	Calendar Year
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP	Depository Participant, as defined under the Depositories Act 1996
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India earlier known as Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extraordinary General Meeting

Term	Description
ESIC	Employees State Insurance Act, 1948
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act,1952
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations as amended
FTP	Foreign Trade Policy
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations as amended
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FTA	Foreign Trade Agreement.
FV	Face Value
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
GW	Gigawatt
HNIs	High Networth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICAT	International Centre for Automotive Technology
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST	Integrated Goods and Services Tax Act, 2017
IIE	Indian Institute of Entrepreneurship
IIP	Index of Industrial Production
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offering
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISIN	International Securities Identification Number
ISO	International Organization for Standardization

Term	Description
IST	Indian Standard Time
JV	Joint Venture
KM / Km / km	Kilo Meter
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NCT	National Capital Territory
NEFT	National Electronic Fund Transfer
N.I. Act	Negotiable Instruments Act, 1881
NIAIMT	National Institute for Automotive Inspection, Maintenance & Training
NPCI	National Payments Corporation of India
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
OCB	Overseas Corporate Bodies
p.a.	per annum
PE	private equity
PF	Provident Fund
PG	Post Graduate
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLR	Prime Lending Rate
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
PMGK	Pradhan Mantri Garib Kalyan Package
PMI	Purchasing Managers' Index
PPP	purchasing power parity
R&D	research and development
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
R & D	Research and Development
RONW	Return on Net Worth
Rupees / Rs. / ₹/INR	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement

Term	Description
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 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 Investor) Regulations, 2000, as amended
SEBILODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015 as amended
SEBI SAST 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 by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST	State Goods and Services Tax Act, 2017
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
TDS	Tax Deducted at Source
UGST	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account
US/United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
WDV	Written Down Value
w.e.f.	With effect from
w.r.t.	With respect to
WEO	World Economic Outlook
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the

Term	Description
	SEBI ICDR Regulations, 2018 as amended
WIP	Work in process
WPI	Wholesale Price Index

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this prospectus are to the Republic of India.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus. are to the page numbers of this prospectus. In this Draft Red Herring Prospectus., the terms “the Company”, “our Company”, “Issuer”, “Issuer Company”, “Omnistar Entertainment.Com Limited”, unless the context otherwise indicates or implies, refers to “Omnistar Entertainment.Com Limited”.

In this prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

In this prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “ten millions” and the word “billion (bn)” means “one hundred crores”. In this prospectus, any discrepancies in any able between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless stated otherwise, the financial information in this prospectus are extracted from the restated Financial Statements of our Company for the period ended on June 30, 2023, prepared in accordance with Ind AS and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “Financial Statements as Restated” beginning on page no 144 of this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Ind AS and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the 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 the prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this prospectus, including in the Sections titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 31, 120, and 238 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this prospectus.

Currency and Units of Presentation

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “$”, “US$”, “USD”, “U.S. $” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America. Our Company has presented certain numerical information in this prospectus in “Lakh” units. One

lakh represents 1,00,000. In this prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.
All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured.

Although, we believe that the industry and market data used in this prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled "Risk Factors" beginning on page no. 31 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

Exchange Rates
This prospectus may contain conversions 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 Indian Rupee and other foreign currencies:

Currency#	For the three months ended	As on March 31,		
	June 30, 2024	2024	2023	2022
1 USD	83.45	83.37	82.22	73.50

Source: www.fbil.org.in
All figures are rounded up to two decimals

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 include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Our success heavily relies on our management team; their loss could significantly hinder our ability to manage and grow the business effectively;
- General economic and business conditions;
- The entertainment industry is subject to changes in audience tastes and preferences;
- Economic, income, and demographic conditions in India;
- Changes in laws and regulations affecting our industry;
- Any changes in tax laws providing incentives to our industry;
- Interest rates prevailing in our country;

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 32 , 120 & 247 respectively of the Draft Red Herring Prospectus. 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.

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.

Neither our Company, our Directors, our Officers, Book Running Lead Manager and Underwriter 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 SEBI requirements, our Company, and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II
SUMMARY OF OFFER DOCUMENT

Primary Business of Our Company:

For more details, please refer chapter titled "Our Business" beginning on page 120

➢ **Summary of the industry:**

Traditionally the Media and Entertainment (M&E) industry has been a creative industry following technology innovations and market expectations. By its inherent nature, the industry is extremely dependent on markets, cultures, languages, and consumer segments. Also, M&E is unique as it appeals to customers on psychological, emotional, and aspirational levels, making quality and acceptance very subjective to each individual. Besides, there has been content that has transcended the language barrier and worked across segments globally.

Further, the M&E industry has multiple segments that combine into one vertical. These include movies/cinema, television, music, publishing, radio, internet, advertising, and gaming. Furthermore, trends and drivers differ across sub-categories, countries, and consumer segments for each of the segments. This makes the vertical unique, since these sub-verticals compete, complement, and combine to fulfil the ever-increasing demand for entertainment and information globally. Additionally, the Media and Entertainment (M&E) industry depends on multiple external factors/technology advancements, which include digitization, wireless gadgets, mobile phones, devices, internet access speeds, cloud storage, consumer analytics, and social media among others.

Furthermore, the Indian Media and Entertainment (M&E) sector includes ten segments – television, print, filmed entertainment, digital media (including OTT), animation & VFX, live events, online gaming, Out of Home (OOH) media, radio, and music. Of these, the top three industries, television, print, and digital media cumulatively are major contributors to the total revenues of the M&E sector with television having the largest share. Television broadcasting, with the highest share in advertisement spending, has benefitted from investments in new technology and significant audience traction across all verticals.
Broadly, the Media and Entertainment (M&E) industry is estimated to be valued at USD 30 billion in 2022, which is further forecasted to reach USD 50-70 billion by 2030. In present times, digital media is being increasingly preferred as an alternative advertisement medium due to its higher appeal among the younger generation. In the coming years, the share of digital media is expected to grow with the gradually declining television media.

For more details, please refer chapter titled "*Industry Overview*" beginning on page 95

Name of the Promoters of Our Company:

Our promoters are Balachandar Mallicarjunan, Vineet Raj Mathur, Anusha Mathur, Kunal Raj Mathur. For further details, see "Our Management - Brief profiles of our directors" and "Our Promoters and Promoter Group - Details of our Promoters" on page 179 and 195 respectively.

Offer Size:
The details of the Offer are set out below:

Particulars	Details
Offer	21,60,000 Equity Shares aggregating to ₹ [•] Lakhs
of which:	
Fresh Issue [(1)]	21,60,000 Equity Shares aggregating to ₹ [•] Lakhs
Net Offer [(2)]	[•] Equity Shares aggregating to ₹ [●] Lakhs.

[(1)] *The Offer including the Fresh Issue has been authorised by our Board pursuant to the resolutions passed at their meetings dated July 12, 2024 and by our Shareholders pursuant to the special resolution passed at their extraordinary general meeting dated August 05, 2024.Further the IPO Committee took note of the Offer size pursuant to its resolution*

dated [·], 2024.

(2) *Net Offer includes Market Maker Reservation as per regulation 261 of SEBI(ICDR) Regulations, 2018*

For further details, see "The Issue" and "Issue Structure" on pages 41 and 276, respectively.

Objects of the issue:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

Sr. No.	Particulars	₹in Lakhs
1	Purchases / Production of web series and movies across Indian and foreign languages for third party OTT platforms	600.00
2	Capex on strengthening our infrastructure	425.00
3	Funding of working capital requirements of the Company	700.00
4	General Corporate Purpose (1)(2)	[·]
	Total	**[·]**

(1) *To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for General Corporate Purposes shall not exceed 25% of the Gross Proceeds of the Fresh Issue.*

For further details, please see "Objects of the Issue" beginning on page 74.

Aggregate Pre-Issue shareholding of our Promoters.:

Name of the Promoter	Number of Equity Shares	Percentage of the pre-Issue issued, subscribed and paid-up Equity Share capital (in %)
Mallicarjunan Balachandar	5,00,000	10%
Kunal Raj Mathur	5,00,000	10%
Vineet Raj Mathur	18,00,000	36%
Anusha Mathur	12,50,000	25%

Summary of Restated Financial Statements:

The details are as follows:

(Rs. In Lacs)

Particulars	As at			
	June 30, 2024	March 31,2024	March 31,2023	March 31,2022
Equity Share Capital	50.00	10.00	1.00	1.00
Net worth(1)	819.02	323.74	4.80	0.87
Revenue from Operations	422.55	702.24	20.98	0.71
Profit for the period/ year	95.28	309.94	3.93	(0.14)
Earning/Loss per share(2)				
-Basic	19.06	309.94	39.30	-1.38
-Diluted(3)	19.06	309.94	39.30	-1.38
Net Asset Value per Equity Share (4)	163.80	323.74	48	8.7
Total Borrowings (5)				
Current Borrowings	3.00	0.70	-	-
Other Current Liabilities	6.43	2.54	-	0.03

*Not annualized

Notes:

(1) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, 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 audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.*

(2) *Basic EPS (₹) = Restated net profit after tax, available for equity shareholders/Weighted average number of equity shares outstanding during the period/year.*

(3) *Diluted EPS (₹) =Restated profit for the period/year / Weighted average number of diluted potential equity shares outstanding during the period/year*

(4) *Net Asset Value per share (in ₹) = Restated net worth at the end of the period/year / Number of equity shares outstanding at the end of the period/year.*

(5) *Total borrowings consist of current (including current portion of long-term borrowings) and non-current borrowings.*

For further details, see "Financial Information" and "Other Financial Information" on pages 201 and 236, respectively

Auditor qualifications which have not been given effect to in the restated financial statement:

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.

Summary of Outstanding Litigations:

A summary of pending legal proceedings and other material litigations involving our Company, Directors and Promoters is provided below:

Category of individuals / Entities	Criminal Proceedings	Tax Proceedings (direct and indirect tax)	Statutory or regulatory proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material Civil Litigations#	Aggregate amount involved* (₹ in Lakhs)
Company						
By our Company						
Against our Company						
Directors and Promoters						
By our Directors And Promoters						
Against our Directors and Promoters						
Group Companies including Subsidiaries						
Litigation involving our Group Companies affecting business operations of our Company	Not Applicable					

#Determined in accordance with the Materiality Policy.
**To the extent quantifiable.*

For further details, see "Outstanding Litigation and Other Material Developments" on page 250.

Risk Factors

Specific attention of the Investors is invited to "Risk Factors" on page 32 to have an informed view before making an investment decision.

Summary of Contingent Liabilities:

The following is a summary table of our contingent liabilities as on March 31, 2024 as indicated in the Restated Standalone Financial Information:

Summary of Related Party Transactions for the financial year ended on March 31, 2024:
As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

i. List of Related Parties and Nature of Relationship:

For details, please refer to chapter titled "FINANCIAL INFORMATION" beginning on page 201.

Financing arrangements:

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives (as defined under 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 financing entity) during a period of six months immediately preceding the date of this Draft Red Herring Prospectus

Average cost of acquisition for our Promoters

The average cost of acquisition per Equity Share for shares held by our Promoters, as at the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Promoter	Number of Equity Shares acquired	Average Cost of Acquisition per Equity Share (in ₹)*
1.	Mallicarjunan Balachandar	5,00,000	6.40
2.	Kunal Raj Mathur	5,00,000	7.35
3.	Vineet Raj Mathur	18,00,000	8.15
4.	Anusha Mathur	12,50,000	7.98

**As certified by M/s K M Chauhan & Associates., Chartered Accountants by way of their certificate dated September 06, 2024.*

Weighted average price at which the Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus

Sr. No.	Name of the Promoter	Number of Equity Shares acquired in the last 1 year	Weighted Average Price at which the Equity Shares acquired in the last 1 year (in ₹)*
1.	Mallicarjunan Balachandar	5,00,000	10.00
2.	Kunal Raj Mathur	5,00,000	10.00
3.	Vineet Raj Mathur	18,00,000	10.00
4.	Anusha Mathur	12,50,000	10.00

**As certified by M/s K M Chauhan & Associates., Chartered Accountants by way of their certificate dated September 06, 2024.*

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition*^	Floor Price is 'x' times the weighted average cost of acquisition*^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*#
Last one year preceding the date of this Draft Red Herring Prospectus			**[·]**	**[·]**
Last 18 months preceding the date of this Draft Red Herring Prospectus				

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition*^	Floor Price is 'x' times the weighted average cost of acquisition*^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*#
Last three years preceding the date of this Draft Red Herring Prospectus				

**As certified by M/s K M Chauhan & Associates., Chartered Accountants by way of their certificate dated September 06, 2024.*

^To be updated in the Prospectus following finalisation of Cap Price, as per the finalised Price Band. #Excluding Gift and Bonus transactions

Details of price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, the Promoter Group and the shareholders with rights to nominate directors or have other rights, are disclosed below:

Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)*
Balachandar Mallicarjunan	September 16, 2023(1)	18,000	10
	April 22, 2024(2)	30,000	100
	August 12, 2024 (4)	4,50,000	NA
Vineet Raj Mathur	September 16, 2023(1)	33,300	10
	April 22, 2024(2)	1,43,000	100
	January 25, 2022(3)	500	10
	August 12, 2024dd(4)	16,20,000	NA
Anusha Mathur	September 16, 2023(1)	25,200	10
	April 22, 2024(2)	97,000	100
	August 12, 2024(4)	11,25,000	NA
Kunal Raj Mathur	September 16, 2023(1)	13,500	10
	April 22, 2024(2)	35,300	100
	August 12, 2024(4)	4,50,000	NA
Sunitee Raj	April 22, 2024(2)	64,900	100
	August 12, 2024(4)	5,85,000	NA
Krishna Hemant Mehta	April 22, 2024(2)	29,400	100
	August 12, 2024(4)	2,65,500	NA
Sailesh Srivastava	April 22, 2024(2)	400	100
	August 12, 2024(4)	4,500	NA

**As certified by M/s K M Chauhan & Associates., Chartered Accountants by way of their certificate dated September 06, 2024.*

Notes:

(1) Pursuant to authorization by a resolution of our Board dated September 16, 2023, issued Rights Issue in the proportion of Nine Equity Shares for every one existing equity Shares fully paid-up Equity Share held by the Shareholders.

(2) Pursuant to authorization by a resolution of our Board dated April 02, 2024, issued Rights Issue in the proportion of Four Equity Shares for every one existing equity Shares fully paid-up Equity Share held by the Shareholders.

(3) Initial subscription to the Memorandum of Association by the Subscribers.

(4) Bonus issue of Nine Equity Shares of face value of ₹10 each for every one Equity Share on August 09, 2024

As on the date of this Draft Red Herring Prospectus, none of our Shareholders have special rights including the right to nominate directors on the Board of our Company. For further information, see "History and Certain Corporate Matters" and "Description of Equity Shares and Terms of the Articles of Association" on pages 169 and 306, respectively

Details Of Pre-IPo Placement

Our Company has not proposed any Pre-IPO placement from the date of this Draft Red Herring Prospectus.

Issue of Equity Shares made in the last one year for consideration other than cash (excluding bonus issuance)

Our Company has not issued any Equity Shares for consideration other than cash or out of revaluation of reserves in the last one year (excluding bonus issuance).

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

Exemption from complying with any provisions of securities laws, if any, granted by Sebi:

As on the date of this Draft Red Herring Prospectus, our Company has not sought or obtained any exemption from the SEBI under Regulation 300 (1) and 300(2) of the SEBI ICDR Regulations from strict compliance with any provisions of securities laws including the SEBI ICDR Regulations.

SECTION III
RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in the Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our Restated Financial Information prepared and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” “Industry Overview and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

• Some events may not be material individually but may be found material collectively;
• Some events may have material impact qualitatively instead of quantitatively;
• Some events may not be material at present but may have material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding.

- Internal & Business-related Risk Factors
- External Risk Factors

1. <u>Corporate Office of the company being on lease</u>

The premises on which our Corporate Office is currently situated is owned by Mr. Vimal Raj Mathur, the same has been occupied and taken by us on Lease vide Lease Agreement dated January 22, 2022, executed between our Company and Mr. Vimal Raj Mathur. We cannot assure you that we will be able to continue the above arrangements on commercially acceptable or favourable terms in future. In the event we are required to vacate the current premises, we would be required to make alternative arrangements for new premises and other infrastructure and facilities. We cannot assure you that the new arrangements will be on

terms that are commercially favourable to us. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

2. Limited number of customers

We depend on a limited number of customers for a significant portion of our revenues. The loss of a major customer or significant reduction in demand from any of our major customers may adversely affect our business, financial condition, results of operations and profitability.

3. Competition in market

We operate in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations. Numerous players, including established firms and new entrants offering innovative solutions or disruptive technologies, vie for market share, customer loyalty, and industry leadership. This intense competition necessitates our continuous vigilance and adaptability to maintain our market position. One of the primary risks of operating in such an environment is the potential erosion of market share. Competitors may employ aggressive strategies, such as undercutting prices, launching enhanced marketing campaigns, or introducing superior product offerings, to attract a larger customer base. If we fail to respond effectively, there is a substantial risk of losing customers to these competitors.

4. Working Capital requirements

Our company operations require significant amount of working capital for our smooth day to day operations and continuing growth of business. Any discontinuance or our inability to procure adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability, and growth prospects. Our Company's business operations require a significant amount of working capital.

5. Our profitability will suffer if we are not able to maintain the Media and Entertainment (M&E) of our business

Our profitability and business operations are significantly dependent on our ability to successfully anticipate the industry and client requirements. Any failure on our part to do so may have an impact on our operations, which could have an adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows. Our profitability, business operations and its success are significantly dependent on our ability to ensure continued demand for our services in existing and proposed markets, which requires us to continuously anticipate and respond in a timely manner to customer requirements and preferences. If we are unable to successfully anticipate customer requirements or are unable to modify our services in a timely manner, we may lose customers. Though we are committed to our services improvement, there can be no assurance that we would be successful in improving our services that respond to changes in customer requirements and preferences. Any enhancement to our existing offerings or new offerings that we develop and introduce, involves significant commitment of time and resources and is subject to a number of risks and challenges including: • ensuring the timely deployment of new offerings and features; • adapting to emerging and evolving industry standards, technological developments by our competitors and changing client requirements; • operating effectively with existing or newly-introduced technologies, systems, applications or softwares of our existing and prospective clients.. Moreover, failure to correctly anticipate trends and adapt to the changing technological environment may result in reduced demand for our services which could have adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.

6. IT Systems Failures

Failures in IT systems and infrastructure supporting our system and operations could significantly disrupt our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition. Additionally, our success hinges on our ability to innovate, upgrade, and adapt to new technological advancement. Our business is heavily reliant on the smooth and continuous operation of our information technology (IT) systems and software. Any failure, disruption, or weakness in these systems could have significant negative consequences for our operations and reputation. For example, system failures could lead to downtime, preventing us from serving customers, processing transactions, or managing critical business functions. Such disruptions can result in financial losses, missed opportunities, and damage to customer relationships. In addition to ensuring the stability and security of our current IT systems, our success is also contingent on our ability to innovate, upgrade, and adapt to new technological advancements. The technology landscape is constantly evolving, and staying ahead of the curve is essential for maintaining our competitive edge. If we fail to keep up with emerging technologies, we risk falling behind our competitors, becoming less efficient, or missing out on new business opportunities. Further, although, we are intending to update and upgrade our existing technology and adopting new technologies and softwares by investing through our IPO proceeds and internal accruals, there is no guarantee that we will successfully implement new technologies or adapt our transaction processing systems to meet customer requirements or enhance market standards.

7. Our Company had made application for registration of trademarks under Trade Marks Act and the registration is pending.

We currently do not have a registered trademark. However, we have applied for the registration of our logo trademark with the Trademark Registry under classes 35, 41, and 42 of the Trade Marks Act, and the status is pending. Failure to secure this registration may impact our business prospects. While registration proceedings are ongoing, any third-party claims on our trademark could lead to litigation and potentially affect our business operations. Even if our trademarks are registered, we may face challenges in detecting unauthorized use or infringement, and we may not be able to take timely and appropriate actions to enforce or protect our intellectual property. Additionally, we cannot guarantee that unauthorized use or infringement will not harm our business prospects.

8. Objects of the fresh issue not apprised by bank or financial institution

The objects of the issue have not been apprised by any bank or financial institution. The deployment of funds as stated in the “Objects of the Issue” of the Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilized have not been appraised by an independent entity and are based on our estimates. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds.

9. Interest of promoters and Directors apart from remuneration and reimbursement.

Few promoters, directors, or Key Managerial Personnel (KMPs) have interests in a company beyond their formal remuneration and reimbursement, which can pose as a risk factor. Our directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. When promoters, directors, or Key Managerial Personnel (KMPs) have interests beyond their formal remuneration and reimbursement, few risk may arise pertaining to

conflicts of interest that can hinder decision-making and lead to unfavourable terms for the company.

10. <u>We have reported negative cash flows.</u>

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth.

(₹in Lakhs)

Particulars	For the 3 months period ended June 30, 2024	Year ended March 31,		
		2024	2023	2022
Net cash from Operating Activities	(398.33)	(7.50)	(0.34)	(0.20)
Net cash flow from Investing Activities	(0.38)	(0.33)	-	-
Net Cash Flow Financing Activities	399.92	8.82	(0.10)	1.00
Net increase or decrease in cash and cash equivalents	1.21	0.99	(0.44)	0.80

11. <u>Inadequate Insurance Cover</u>

Our insurance coverage in connection with our business may not be adequate and may adversely affect our operations and profitability. Our Company has obtained insurance coverage in respect of its employees. The insurance policies are renewed periodically to ensure that the coverage is adequate, however, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely.

12. <u>Cybersecurity Threats</u>

Cybersecurity threats continue to increase in frequency and sophistication. A successful cybersecurity attack could interrupt or disrupt our information technology systems, softwares, websites, applications or cause the loss of confidential or protected data, which could disrupt our business, force us to incur excessive costs or cause reputational harm Our Business is run on the back of information technology systems, softwares, websites, applications and programmatic tools. Cybersecurity threats are becoming increasingly frequent and sophisticated, posing significant risks to our information technology systems, software, websites, and applications. As these threats evolve, they can potentially compromise the security and integrity of our digital infrastructure, leading to various adverse consequences for our business. A successful cybersecurity attack could disrupt or interrupt our IT systems, leading to operational downtime. This disruption can prevent us from conducting normal business activities, processing transactions, or delivering services, which can have a cascading effect on our overall operations and customer satisfaction. Additionally, such attacks may result in the loss or exposure of confidential or protected data. This could include sensitive customer information, proprietary business data, or critical operational details. The loss or breach of this information not only jeopardizes the security of our data but also exposes us to legal and regulatory repercussions. We might be required to notify affected parties, undertake extensive investigations, and implement remedial measures, all of which can incur significant costs. We may also incur significant costs and loss of operational resources in connection with remediating, investigating, mitigating, or eliminating the causes of security breaches, cyberattacks, or similar disruptions after they have occurred, and particularly given the evolving nature of these risks, our incident response, disaster recovery, and business continuity planning may not sufficiently address all of these eventualities.

13. **Our major revenue is sourced from our subscription earnings. Our inability or failure to manage and attract more subscribers could adversely affect our business**

Our company is an Over-The-Top (OTT) streaming platform mainly engaged in the distribution, exhibition, exploitation, promotion, marketing, and delivery of diverse content on our platform/app. Our revenue from operations is concentrated from subscription earnings from India as well as abroad. Our high dependence on this revenue stream could be risky for our operations. Our inability of failure to source subscribers could adversely affect our business.

14. **Shifts in Audience Tastes and Preferences**

The entertainment industry is highly sensitive to changes in audience tastes and preferences, which can be unpredictable and rapidly evolving. As a company involved in the distribution of films and entertainment content, we face significant risks related to these shifts. The success of our business hinges on our ability to deliver content that resonates with the diverse and changing tastes of audiences within India and the Indian subcontinent. Several factors contribute to this uncertainty like unpredictable consumer prefrences, promotion and marketing involved, competition prevailing in market and even economic conditions.

15. **Non Appointment of Monitoring Agency**

There is no monitoring agency appointed by our Company and the deployments of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee. As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only for Issue size above ₹100 crores. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. While this structure provides a degree of internal control, it also presents certain risks that could impact our financial stability, operational efficiency, and stakeholder trust. One of the primary risks associated with the absence of an independent monitoring agency is the potential for suboptimal fund deployment. Without an external body to scrutinize and validate fund allocation decisions, there is a risk that investments and expenditures may not be subjected to rigorous independent evaluation. This could lead to misallocation of resources, where funds are directed toward less strategic or lower-priority initiatives, potentially compromising the company's long-term growth and profitability. Although, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee, public.

16. **Our business requires us to obtain and renew certain registrations, licenses and permits government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.**

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future. For more information about the licenses required in our business and the licenses and approvals applied for, please refer “government and other approvals “on company’s’ prospectus.

17. **Our profitability will suffer if we are not able to maintain the Media and Entertainment (M&E) of our business.**

Our business faces several risk factors in the entertainment industry due to its inherent complexities and rapid evolution. This industry, driven by creativity and technological innovations, is highly sensitive to fluctuations in market trends, cultural preferences, and consumer demographics. The subjective nature of quality and acceptance complicates content creation, as what appeals to one audience segment may not resonate with another. Moreover, the industry's diverse segments—including movies, television, music, publishing, and digital media—each have unique trends and drivers, contributing to a fragmented and highly competitive landscape. This fragmentation, combined with the industry's dependence on external technological factors like digitization, mobile devices, and internet infrastructure, poses significant risks. For example, the growing dominance of digital media among younger audiences is shifting advertising revenue away from traditional platforms like television, which historically held the largest share. As the M&E sector, valued at USD 30 billion in 2022 and projected to reach USD 50-70 billion by 2030, continues to evolve, entertainment companies must carefully navigate these shifting trends. They need to adapt to technological advancements and changing consumer preferences to avoid impacting revenue streams and market position. This reality underscores the need for strategic flexibility and ongoing investment in emerging technologies and platforms.

18. **Sale of Shares by Promoter:**

Mrs. Suneeti Mathur, mother of Mr. Vineet Raj Mathur was categorised as a Promoter since the definition of promoter includes immediate relative. However, on 6th September, 2024 she has sold her entire shareholding of 6,50,000 shares representing 13% of the total shares to a public shareholder. The shares so sold shall remain in lock in for a period of one year. She no longer remains as a promoter of the company.

19. **Rapid Changes in technology**

Our ability to remain competitive may be adversely affected by rapid technological changes and our ability to access such technology. The Indian media and entertainment industry continues to undergo significant technological developments. We may not be successful in adopting new digital dubbing and distribution methods or may lose market share to our competitors if the methods that we adopt are not as technologically sound, user-friendly, widely accessible or appealing to consumers as those adopted by our competitors. Further, advances in technologies or alternative methods or changes in consumer behaviour driven by these or other technologies, could have a negative effect on our business. Other larger competitor companies may have bigger budgets to exploit growing technological trends than the budgets we can make available. In order to remain competitive we could be required to upgrade our technology, and any failure to do so could have a material adverse effect on our business, prospects, financial condition and results of operations.

20. **Differences between Indian GAAP and other accounting principles**

Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows. Our restated summary statements of assets and liabilities, restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2024, 2023 and 2022 have been prepared in accordance with the Ind AS. We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. Ind AS, US GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting

practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

21. Foreign Exchange Regulation pose fluctuation risk

Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuations. Our Company is involved in business transactions with international clients located globally and has to conduct the transactions in accordance with the rules and regulations prescribed under FEMA. Our international operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

22. Future Fundings by the company

Our Company's future funding requirements, in the form of further issue of capital or other securities and/or loans that might be availed by us, may turn out to be prejudicial to the interest of the shareholders depending upon the terms and conditions on which they are raised. We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

23. Post Issue Volatility of Equity Shares.

After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop. The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including: • Volatility in the Indian and global capital market; • Company's results of operations and financial performance; • Performance of Company's competitors, • Adverse media reports on Company or pertaining to our Industry; • Changes in our estimates of performance or recommendations by financial analysts; and • Significant developments in India's economic and fiscal policies; Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

24. Market price of our share will be decided by market forces and issue price of equity share may not be indicative of the market price of our share price after the issue.

After listing and trading permission of equity shares, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market. These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment. When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue. Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand,

the price may fall below the issue price. Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

External Risk Factors

25. Changes in Government Policy

Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

26. Economic Slowdown

A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition, and cash flows. We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows.

27. Inflation in India

Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition. Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

28. Taxes and other levies

Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations. Taxes and other levies imposed by the Central or State Governments in India that affect our industry include STT, GST, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

29. Natural Calamities

Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer. India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could

adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

30. Terrorist Attacks, civil unrest & Others

Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares. Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in Ukraine, Russia, Israel, and Gaza, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade the global equity markets as well generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

31. Political, economic and other factors

Political, economic, or other factors that are beyond our control may have an adverse effect on our business and results of operations. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity, and the price of our Equity Shares.

32. Global economic, political and social conditions

Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price. Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

SECTION IV
INTRODUCTION
THE ISSUE

This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors held on July 12, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on August 05, 2024

The following is the summary of the Issue:

PARTICULARS	DETAILS
Equity Shares Offered through Public Issue[(1)]	21,60,000 Equity Shares aggregating to ₹ [•] Lakhs
Out of which:	
Market Maker Reservation Portion	1,08,000 Equity Shares aggregating to ₹ [●] Lakhs.
Net Issue to the Public	20,52,000 Equity Shares aggregating to ₹[•] Lakhs.
Out of which:	
A. QIB Portion [(2) (3)]	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs.
(i) Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs.
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs.
Out of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
B. Non-Institutional Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
C. Retail Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
Pre- and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	50,00,000 Equity Shares of face value of ₹ 10/- each fully paid-up
Equity shares outstanding after the Offer	71,60,000 Equity Shares of face value of ₹ 10/- each fully paid-up
Use of Net Proceeds by our Company	Please see the chapter titled *"Objects of the Issue"* on page 74 of this Draft Red Herring Prospectus.

**Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price.*

Notes:

1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.

2) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue

Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.

3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories 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.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis 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 the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, 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 Anchor Investors) in proportion to their Bids. For further details, please refer to the chapter titled “Issue Structure” beginning on page no 276 of this Draft Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the three months period ended June 30, 2024 also for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Restated Financial Information referred to above are presented under “Financial Information” beginning on page 201.

The summary of financial information presented below should be read in conjunction with the “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 201 and 239, respectively.

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ANNEXURE 01

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31,2024**	**March 31,2023**	**March 31,2022**
Equity & Liabilities				
Shareholders' Funds				
Share Capital	50.00	10.00	1.00	1.00
Reserve & Surplus	769.02	313.74	3.80	-0.14
Total Equity (A)	**819.02**	**323.74**	**4.80**	**0.87**
Share Application Money pending allotment(B)		**-**	**-**	**-**
Non-Current Liabilities				
Long Term Liabilities	-	-	-	-
Deferred Tax Liabilities (Net)	0.03	0.02	-	-
Other Long-Term Liabilities	-	-	-	-
Long Term Provisions	-	-	-	-
Total Non-current Liabilities (C)	**0.03**	**0.02**	**-**	**-**
Current Liabilities				
Short Term Borrowings	3.00	0.70	-	-
Trade Payables	537.66	277.31	-	-
Other Current Liabilities	6.43	2.54	-	0.03
Short Term Provisions	136.69	104.93	1.31	-
Total Current Liabilities (D)	**683.78**	**385.47**	**1.31**	**0.03**
TOTAL LIABILITIES (A+B+C+D)	**1502.83**	**709.24**	**6.11**	**0.90**
Non- current Assets				
Property Plant & Equipment's				
Tangible Assets	0.90	0.57	-	-
Intangible Assets	-	-	-	-
Capital Work- in- Progress	-	-	-	-
Intangible Assets under development	-	-	-	-
Non-current Investments	-	-	-	-
Deferred Tax Assets (net)	-	-	-	-
Long Term Loans and Advances	-	-	-	-
Other Non-current Assets	-	-	-	-
Total Non-current Assets (A)	**0.90**	**0.57**	**-**	**-**
Current Assets				
Current Investments	-	-	-	-
Inventories	-	-	-	-
Trade Receivables	1144.34	697.23	5.73	-
Cash and Cash Equivalents	2.55	1.35	0.36	0.80
Short term loans and Advances	354.45	9.50	0.01	0.10
Other Current Assets	0.60	58.04	-	-
Total Current Assets (B)	**1502.83**	**709.24**	**6.11**	**0.90**
TOTAL ASSETS (A+B)	**1502.83**	**709.24**	**6.11**	**0.90**

ANNEXURE 02

STATEMENT OF PROFIT & LOSS AS RESTATED

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Income				
Revenue From Operations	422.55	702.24	20.98	0.71
Other Income	-	0.27	-	-
Total Income (a)	**422.55**	**702.51**	**20.98**	**0.71**
Expenses				
Purchases	273.63	241.26	-	-
Changes in Inventories of finished goods, work-in-progress, and Stock-in-trade	-	-	-	-
Employee benefit expenses	5.40	24.00	2.00	-
Operation and other expenses	16.31	23.85	13.64	0.85
Finance costs	0.08	0.18	0.10	-
Depreciation and amortization expenses	0.05	0.02	-	-
Total Expenses (b)	**295.48**	**289.31**	**15.74**	**0.85**
Profit Before Exceptional and Extraordinary Items and Tax (a-b)	**127.07**	**413.20**	**5.24**	**(0.14)**
Exceptional and Extraordinary Items	-	-	-	-
Profit Before Tax	**127.07**	**413.20**	**5.24**	**(0.14)**
Tax Expense:				
Current Tax	31.77	103.23	1.31	-
Deferred Tax	0.03	0.02	-	-
Profit/ (Loss) after Tax	**95.28**	**309.94**	**3.93**	**(0.14)**
Net Profit after Adjustments	**95.28**	**309.94**	**3.93**	**(0.14)**
Net Profit transferred to Balance Sheet	**95.28**	**309.94**	**3.93**	**(0.14)**

ANNEXURE 03

STATEMENT OF CASH FLOWS AS RESTATED

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31,2023**	**March 31,2022**
A. Cash Flows From Operating Activities				
Profit before taxation	**127.07**	**413.20**	**5.24**	**(0.14)**
Adjustments for:				
Depreciation	0.05	0.02	-	-
Total	127.12	413.22	5.24	(0.14)
Cash Generated from Operations before Working Capital Changes:	**127.12**	**413.22**	**5.24**	**(0.14)**
Trade Payables	260.35	277.31	-	-
Other current liabilities	6.19	3.24	(0.03)	0.03
Short-term Provisions	-	-	-	-
Inventories	-	-	-	-
Trade Receviables	(447.11)	(691.50)	(5.73)	-
Other Long Term Liabilites	-	-	-	-
Short term borrowings	-	-	-	-
Short term loans & advances	-	-	-	-
Non current investments	-	-	-	-
Other current assets	(344.96)	(10.07)	0.09	(0.10)
Long term loans and advances	-	-	-	-
Income Tax Paid	-	0.39	-	-
Net Cash generated from Operating Activities (A)	**(398.33)**	**(7..50)**	**(0.34)**	**(0.20)**
B. Cash Flows From Investing Activities				
Sale of fixed assets	-	-	-	-
Purchase of fixed assets	(0.38)	(0.60)	-	-
Net Cash Generated From Investing Activities (B)	**(0.38)**	**(0.60)**	**-**	**-**
C. Cash Flow From Financing Activities				
Proceeds from issuance of capital	400.00	9.00	-	1.00
Net Cash (used in)/ generated from Financing Activities [C]	**400.00**	**9.00**	**-**	**1.00**
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	**1.21**	**0.99**	**(0.44)**	**0.80**
Cash and Cash Equivalents at beginning of year	**1.35**	**0.36**	**0.80**	-
Cash and Cash Equivalents at end of year	**2.56**	**1.35**	**0.36**	**0.80**
Components of cash & cash equivalents				
Cash in Hand	0.98	0.10	0.27	0.36
Balances with Banks				
In Current Accounts	1.57	1.25	0.10	0.44
In Fixed Deposits Accounts		-	-	-
Cash and cash equivalents considered for cash flow statement	2.55	1.35	0.36	0.80

Note:

1)The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statements.
2)The accompanying summary statement of material accounting policies and other explanatory information are an integral part of these restated financial information.

(Refer note 18)

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Cash on hand	0.98	0.10	0.27	0.36
Balances with banks:				
In current accounts	1.57	1.25	0.10	0.44
In Fixed Deposits Accounts	-	-	-	-
Total	**2.55**	**1.35**	**0.36**	**0.80**

GENERAL INFORMATION

Registered Office
Flat No 402, Raj Royal Megistic 7-1-215/A,
D K Road,
Ameerpet, Hyderabad-500016,
Telangana, India
Email Id: info@omnistarentertainment.com
Telephone Number : +91- 099597 25068
Website: omnistarentertainment.com

Registration Number: 159055

Corporate Identity Number: U62013TG2022PLC159055

Details of incorporation and changes in the name of our Company:

For details of our incorporation and changes to our name, see "History and Certain Corporate Matters" on page 169

Address of the Registrar of Companies

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

Registrar Of Companies,

2ND Floor, Corporate Bhawan, GSI Post,
Nagole, Bandlaguda, Hyderabad-500068,
Telangana

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
Mallicarjunan Balachandar	Managing Director	02678590	A5 Alacrity Sankalpa Apartments, Jayaram Street, Thiruvanmiyur, Chennai, Tamilnadu - 600041
Vineet Raj Mathur	Executive Director	09480486	7-1-215/A, Balkampet, Ameerpet, Hyderabad - 500016
Anusha Mathur	Non- Executive Director	10330305	7-1-215/A, Balkampet, Ameerpet, Hyderabad - 500016
Kunal Raj Mathur	Non- Executive Director	10330336	7-1-216/2/1, D K Road, Balkampet, Ameerpet, Hyderabad - 500016
Sushant Mohan Lal	Independent Director	01227151	Flat No 502, Ridgewood Residency, Plot No 110, Street No 3, West Marredpally, Secunderabad, Hyderabad-500026, Telangana
Mehul Devidas Nayak	Independent Director	07747980	B/4, 201, Omkar Apartment, Rani Sati Marg, Dhanji Wadi, Malad (East), Mumbai-400097, Maharastra -
Rahul Patlolla	Independent Director	10696064	H.No 5-148/36N, Ms Homes Colony, Near Fusion

Name	Designation	DIN	Address
			International School, Ameenpur- 502032, Sangareddy District, Telangana,
Sailesh Srivastava	Independent Director	10696148	7- 1-215/A, Dk Road Balkampet, Flat No 201 Raj Royal, Majestic Apts , Begumpet, Hyderabad-500016, Telangana

For further details in relation to our directors, please refer to chapter titled “Our Management” on page 175 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer

Divya Rathi our Company Secretary and Compliance Officer. Her contact details are as follows:

Flat No 402, Raj Royal Megistic 7-1-215/A,
D K Road, Ameerpet, Hyderabad-500016,
Telangana, India.
Email: cs@omnistarentertainment.com
Telephone: +91- 99597 25068

INVESTOR GRIEVANCES

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

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or firs Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

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

Book Running Lead Manager
Expert Global Consultants Private Limited
1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110 034, India
Telephone: 011 4509 8234
Email: ipo@expertglobal.in
Website: www.expertglobal.in
Investor Grievance Email: compliance@expertglobal.in
Contact Person: Mr. Gaurav Jain / Mr. Shobhit R Agrawal
SEBI Registration Number: INM000012874
CIN: U74110DL2010PTC205995

Statement of responsibilities of the Book Running Lead Manager

Our Company has complied with the SEBI ICDR Regulations and any other directions issued by NSE in relation to this Offer. In this regard, our Company have appointed the BRLM to manage and procure this Offer.

Expert Global Consultants Private Limited the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Registrar to the Issue

SKYLINE FINANCIAL SERVICES (P) LTD
D-153A, 1st Floor, Okhla Industrial Area, Phase -I,
New Delhi - 110 020;
Telephone: 011-40450193-97 & 011-26812682-83;
Email: ipo@skylinerta.com;
Website: www.skylinerta.com;
Contact Person: Mr. Anuj Kumar;
SEBI Registration Number: INR000003241;
URL of SEBI website: https://www.sebi.gov.in

Legal Advisor to the Issue

Juris Matrix Partners LLP
302, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai 400 001
Tel: +9122 22856164/ +91 22 22834519
Contact Person: anil@jurismatrix.net

Statutory Auditor to our company

M/s. K M Chauhan & Associates, Chartered Accountants
204, Krishna Con-Arch, Near Post Office, University Road,
Rajkot – 360005, Gujarat, India
Email: bhavdip.poriya@gmail.com;
Tel: +91- 94080 05110;
Firm registration no: 125924W;
Peer review number: 015245

Changes in Auditors
Except as stated below, there has been no change in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

Particulars	Date of Change	Reasons for Change
M/s. K M Chauhan & Associates, Chartered Accountants 204, Krishna Con-Arch, Near Post Office, University Road, Rajkot – 360005, Gujarat, India **Email**: bhavdip.poriya@gmail.com; **Tel**: +91- 94080 05110; **Firm registration no**: 125924W; **Peer review number:** 015245	July 23, 2024	Appointment occurred due to fill causal vacancy under section 139(8) of the companies act, 2013
M/s G R A N D M A R K & Associates Chartered Accountants Suite no. 302, Level 3, Door No. 8-2-248/B,Lumbini Amrutha Chambers Road No 3, Banjara Hills, Hyderabad -500 034, Telangana, India. **Telephone Number:** +91- 9963228949 **Email:** vasanth@grandmarkca.com	July 23, 2024	Resignation due to pre-occupation

Firm registration number: 011317N **Peer review number**: 012124		
M/s G R A N D M A R K & Associates Chartered Accountants Suite no. 302, Level 3, Door No. 8-2-248/B,Lumbini Amrutha Chambers Road No 3, Banjara Hills, Hyderabad -500 034, Telangana, India. **Telephone Number:** +91- 9963228949 **Email:** vasanth@grandmarkca.com **Firm registration number**: 011317N **Peer review number**: 012124	September 29, 2022	Appointed under section 139(1) of the companies act, 2013 for 5 (five) years

Bankers to the Company

Kotak Mahindra Bank Limited
Address: Unit No. 2, Heena Gaurav Heights, SV Road,
Kandivali West, Mumbai – 400067
Telephone Number: 1860 266 2666
Email Id: ajay.narse@gmail.com
Website: www.kotak.com
CIN (if any): L65110MH1985PLC038137

Bankers to the Issue, Refund Banker And Sponsor Bank
[•]

Syndicate Member

The Syndicate Member(s) shall be appointed prior to filing of the Red Herring Prospectus.

DESIGNATED INTERMEDIARIES:

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/ OtherAction.do?doRecognised=yes) and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the above-mentioned SEBI link.

Syndicate SCSB Branches

In relation to ASBA Applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, refer to the above-mentioned SEBI link.

SCSBs AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM
In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, Retail Individual Applicant using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, UPI Applicants Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile

applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do ?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/ OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Brokers to the Issue

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

Experts to the Issue

Except as disclosed below, our Company has not obtained any expert opinions:
Our Company has received written consent dated [•] from M/s G R A N D M A R K & Associates, Chartered Accountants, our Statutory Auditors, who hold valid peer review certificate from ICAI, to include their name as required under the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor and in respect of their (i) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Registered Brokers

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

The link to the list of RTAs is also provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/ products/content/equities/ipos/asba_procedures.htm respectively, 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 SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), as updated from time to time.

CREDIT RATING

This being an issue of Equity shares, credit rating is not required.

IPO GRADING

Our Company has not obtained any IPO grading for this issue from any credit rating agency.

DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee in not required.

MONITORING AGENCY

Since our Issue size does not exceed One Hundred Crore Rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

TYPE OF ISSUE

Book building, in the context of the Issue, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band which will be decided by our Board, as applicable, in consultation with the BRLM, and the minimum Bid lot, which will be decided by our Board or the IPO Committee, as applicable, in consultation with the BRLM, and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and all editions of [●] (a widely circulated Regional Language newspaper), a regional language newspaper where our Registered Office is located), at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Issue Price shall be determined by our Board in consultation with the BRLM, after the Bid/ Issue Closing Date

All Investors (other than Anchor Investors) shall mandatorily participate in this Issue only through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted 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. Retail Individual Bidders can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bid/ Issue Period. Except Allocation to Retail Individual Bidders and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. For further details on method and process of Bidding, see "Issue Structure" and "Issue Procedure" beginning on 277 and 280.

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

Investors should note the Issue is also subject to (i) approval of the regulatory authorities, if any, and (ii) obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment within six Working Days of the Bid/ Issue Closing Date or such other time period as prescribed under applicable law

Explanation of Book Building Process and Price Discovery Process
For an explanation of the Book Building Process and the price discovery process, see “Terms of the Issue” and “Issue Procedure –Book Building Procedure” on pages 268 and 281.

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

FILING OF DRAFT RED HERRING PROSPECTUS

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

A copy of Draft Red Herring Prospectus will be available on website of the company Book Running Lead Manager www.expertglobal.in and stock exchange www.nseindia.com.

Filing of the Red Herring Prospectus and Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013, 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 at ROC Bhavan, 2ND Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad-500068, Telangana, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

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

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.
Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITING AGREEMENT

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriter for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

Details of the Underwriter	No. of Equity Shares Underwritten	Amount Underwritten	% of total Offer size underwritten
[•]	Up to	[●]	
Total	Up to	[●]	

**Includes up to [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018 as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

MARKET MAKER

Our Company and the BRLM has entered into Market Making Agreement dated [●] with the following Market Maker, to fulfill the obligations of Market Making for this issue:

Name	:	
Correspondence Address	:	
Tel No.	:	
E-mail	:	
Website	:	
Contact Person	:	
SEBI Registration No.	:	
Market Maker Registration No.	:	

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

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

1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.

8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange to decide controllable and non-controllable reasons would be final.

10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

11) **Risk containment measures and monitoring for Market Makers**: Emerge Platform of NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

12) **Punitive Action in case of default by Market Makers:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
14) **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

❖ Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker during market making process has been made applicable, based on the Issue size and as follows:

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

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

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

15) Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform

Sr. No.	Market Price Slab (in Rs.)	Proposed spread (in % to sale price)

1.	Upto 50	9%
2.	50 to 75	8%
3.	75 to 100	6%
4.	Above 100	5%

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

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

(in₹ Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer/ Issue Price[(1)]
A.	**AUTHORIZED SHARE CAPITAL[(2)]**		
	8,000,000 Equity Shares of ₹ 10/- each	800.00	-
B.	**ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL PRIOR TO THE ISSUE****		
	50,00,000 Equity Shares of ₹10/- each	500.00	-
C.	**PRESENT ISSUE [(3)]**		
	21,60,000 Equity Shares of ₹ 10/-each for cash price at a price of ₹ [●] per share	2160.00	[●]
	Which comprises of:		
D.	**RESERVATION FOR MARKET MAKER PORTION**		
	1,08,000 Equity Shares of ₹ 10/-each for cash price at a price of ₹ [●] per share	10.80	[●]
E.	**NET ISSUE TO PUBLIC** 20,52,000 Equity Shares of ₹10/- each for cash price at a price of ₹ [●] per share, *Out Of which:*	205.20	[●]
	Net Issue to Public consists of		
	QUALIFIED INSTITUTIONAL BUYERS		
	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	NON-INSTITUTIONAL INVESTORS		
	At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors	[●]	[●]
	RETAIL INDIVIDUAL INVESTORS		
	At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Retail Investors	[●]	[●]
F.	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE**		
	71,60,000 Equity Shares of face value of ₹10/- each	₹710	
G.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue (₹ in Lakhs)	319.02	
	After the Issue (₹ in Lakhs)	[●]	

(1) *To be updated upon finalization of the Offer/Issue Price*

(2) *For details in relation to changes in the authorized share capital of our Company in the last 5 years, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 5 Years" on page 169.*

(3) *The Offer has been authorized by our Board pursuant to its resolution dated July 12, 2024 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution dated August 05, 2024*

Notes to the capital structure:

1. Share capital history of our Company

a. Equity Share Capital History:

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of allotment	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
January 25, 2022	Initial subscription to the Memorandum of Association	Allotment of i) 9,000 Equity Shares to Gradiente Infotainment Limited ii) 500 Equity Shares to Sudheep Raj Mathur iii) 500 Equity Shares to Vineet Raj Mathur	10,000	10,000	1,00,000	10	-	Cash
Allotment of Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus								
September 16, 2023	Rights Issue in the ratio of Nine Equity Shares for Every One existing equity Shares	Allotment of i) 33,300 Equity Shares to Mr. Vineet Raj Mathur ii) 25,200 Equity Shares to Ms. Anusha Raj Mathur iii) 18,000 Equity Shares to Mr M Balachandar and (iv) 13,500 Equity shares to Mr. Kunal Raj Mathur	90,000	100,000	10,00,000	10	10	Cash
April 22, 2024	Rights Issue in the ratio of Four Equity Shares for Every One existing equity Shares record date April 01, 2024	Allotment of (i) 1,43,000 Equity Shares to Vineet Raj Mathur; ii) 97,000 Equity Shares to Ms. Anusha Raj Mathur; iii) 64,900 Equity Shares to Mrs Sunitee Raj; iv) 35,300 Equity Shares to Mr. Kunal Raj Mathur; v) 30,000	4,00,000	5,00,000	50,00,000	10	100	Cash

Date of allotment	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
		Equity Shares to Mr M Balachandar; vi) 29,400 Equity Shares to Krishna Hemant Mehta; and vii) 400 Equity Shares to Mr. Sailesh Srivastava						
August 12, 2024	Bonus issue of Nine Equity Share for existing one Equity Share held by our Shareholders as on August 09, 2024 (being the record date) [&]	Allotment of 16,20,000 equity shares to Vineet Raj Mathur; Allotment of 11,25,000 equity shares to Anusha Mathur; Allotment of 5,85,000 equity shares to Sunitee Raj; Allotment of 4,50,000 equity shares each to Kunal Raj Mathur and Mallicarjunan Balachandar; Allotment of 2,65,500 equity shares to Krishna Hemant Mehta and Allotment of 4,500 equity shares to Sailesh Srivastava	45,00,000	50,00,000	5,00,00,000	10	Na	Other than Cash

[&]The bonus issue was undertaken by our Company on August 12, 2024 through capitalization of such sum standing to the credit of securities premium of our Company.

b. *Preference share capital history of the Company*

As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.

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

Except for the allotment of Equity Shares pursuant to the bonus issue undertaken by our Company on August 12, 2024, our Company has not issued any equity shares at a price that may be lower than the Offer Price during the last one year preceding the date of this Draft Red Herring Prospectus. For further details, see “Capital Structure – Notes to the Capital Structure” on page 58

3. Issue of Shares issued for consideration other than cash or out of revaluation reserves (excluding bonus issuance)

As on the date of this Draft Red Herring Prospectus, our Company has not issued any equity shares or preference shares out of revaluation reserves since its incorporation.

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Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason of allotment	Nature of consideration	Name of allottees/ shareholders	Benefits accrued to our Company, if any
August 12, 2024	45,00,000	10	-	Bonus issue of Nine Equity Share for existing one Equity Share held by our Shareholders as on August 09, 2024 (being the record date) [&]	Other than Cash	Allotment of 16,20,000 equity shares to Vineet Raj Mathur; Allotment of 11,25,000 equity shares to Anusha Mathur; Allotment of 5,85,000 equity shares to Sunitee Raj; Allotment of 4,50,000 equity shares each to Kunal Raj Mathur and Mallicarjunan Balachandar; Allotment of 2,65,500 equity shares to Krishna Hemant Mehta and Allotment of 4,500 equity shares to Sailesh Srivastava	Nil

[&]The bonus issue was undertaken by our Company on August 12, 2024 through capitalization of such sum standing to the credit of securities premium of our Company.

4. Offer of shares pursuant to schemes of arrangement

Our Company has not allotted any shares 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.

5. History of the share capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold Equity Shares in aggregate, equivalent to 81% of the issued, subscribed and paid-up pre-Offer Equity Share capital.

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**

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

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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 Equity share capital on a fully diluted basis (%)	Percentage of the post- Offer Equity Share capital on a fully diluted basis (%)
a. Vineet Raj Mathur							
January 25, 2022	500	Initial subscription to the Memorandum of Association	Cash	10	Nil	0.01%	0.01%
August 14, 2023	8000	Transfer of Shares from Gradiente Infotainment Limited	Cash	10	10	0.01%	0.11%
August 18, 2023	(2800)	Transfer of shares to Anusha Raj Mathur	Cash	10	10	0.16%	-0.04%
August 18, 2023	(2000)	Transfer of shares to Mallicarjunan Balachandar	Cash	10	10	-0.06%	-0.03%
September 16, 2023	33,300	Rights Issue in the ratio of Nine Equity Shares for Every One existing equity Shares	Cash	10	10	-0.04%	0.47%
April 22, 2024	1,43,000	Rights Issue in the ratio of Four Equity Shares for Every One existing equity Shares	Cash	10	100	0.67%	2.01%
August 12,2024	16,20,000	Bonus issue of Nine Equity Share for existing one Equity Share held by our Shareholders as on August 09, 2024 (being the record date)	Other than cash	10	-	32.40%	22.82%
	18,00,000					**36.00%**	**25.35%**
b. Anusha Raj Mathur							
August 18, 2023	2800	Transfer of shares from Vineet Raj Mathur	Cash	10	10	0.06%	0.04%
September 16, 2023	25,200	Rights Issue in the ratio of Nine Equity Shares for Every One existing equity Shares	Cash	10	10	0.50%	0.35%
April 22, 2024	97,000	Rights Issue in the ratio of	Cash	10	100	1.94%	1.37%

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 Equity share capital on a fully diluted basis (%)	Percentage of the post- Offer Equity Share capital on a fully diluted basis (%)
		Four Equity Shares for Every One existing equity Shares					
August 12,2024	11,25,000	Bonus issue of Nine Equity Share for existing one Equity Share held by our Shareholders as on August 09, 2024 (being the record date)	Other than cash	10	-	22.50%	15.85%
	12,50,000					**25.00%**	**17.61%**
c. Kunal Raj Mathur							
August 18, 2023	1000	Transfer of shares from Sudheep Raj Mathur	Cash	10	10	0.02%	0.01%
August 18, 2023	500	Transfer of shares from Sudheep Raj Mathur	Cash	10	10	0.01%	0.01%
October 25, 2023	(100)	Transfer of shares to Krishna H Mehta	Cash	10	10	0.00%	0.00%
October 25, 2023	(100)	Transfer of shares to Sunitee Raj Mathur	Cash	10	10	0.00%	0.00%
October 25, 2023	(100)	Transfer of shares to Sailesh Shrivastava	Cash	10	10	0.00%	0.00%
September 16, 2023	13,500	Rights Issue in the ratio of Nine Equity Shares for Every One existing equity Shares	Cash	10	10	0.27%	0.19%
April 22, 2024	35,300	Rights Issue in the ratio of Four Equity Shares for Every One existing equity Shares	Cash	10	100	0.71%	0.50%
August 12,2024	4,50,000	Bonus issue of Nine Equity Share for existing one Equity Share held by our	Other than cash	10	-	9.00%	6.34%

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 Equity share capital on a fully diluted basis (%)	Percentage of the post- Offer Equity Share capital on a fully diluted basis (%)
		Shareholders as on August 09, 2024 (being the record date)					
	5,00,000					**10.00%**	**7.04%**
d. Mallicarjunan Balachandar							
August 18, 2023	2000	Transfer of shares from Vineet Raj Mathur	Cash	10	10	0.04%	0.03%
September 16, 2023	18,000	Rights Issue in the ratio of Nine Equity Shares for Every One existing equity Shares	Cash	10	10	0.36%	0.25%
April 22, 2024	30,000	Rights Issue in the ratio of Four Equity Shares for Every One existing equity Shares	Cash	10	100	0.60%	0.42%
August 12,2024	4,50,000	Bonus issue of Nine Equity Share for existing one Equity Share held by our Shareholders as on August 09, 2024 (being the record date)	Other than cash	10	-	9.00%	6.34%
	5,00,000					**10.00%**	**7.04%**

b. **Details of lock-in:**

1. Details of Promoters' contribution and lock-in

i. Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoter shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock-in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. As on the date of this Draft Red Herring Prospectus, our Promoters hold 40,50,000 Equity Shares, constituting 81% of our Company's issued, subscribed and paid- up equity share capital, out of which 23% is eligible for Promoters' contribution.

ii. The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of 3 years from the date of Allotment as minimum Promoters' contribution are set forth in the table below:

Name of the Promoters	Date of allotment of the Equity Shares*	Nature of transaction	No. of Equity Shares	Face Value (₹)	Issue/acquisition price per Equity Share (₹)	No. of Equity Shares locked-in[(1)(2)]	Percentage of the post - Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Vineet Raj Mathur	August 12,2024	Bonus Issue in the ratio Nine new Bonus Equity Shares for every one existing equity share	16,20,000	10	-	16,20,000	20.11%	[•]
Total								

Note: To be updated in the Prospectus

(1) For a period of 3 years from the date of Allotment or such other period as prescribed under SEBI ICDR Regulations from the date of Allotment.

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

i. Our Promoters has granted consent to include such number of Equity Shares held by him as may constitute of the post issue Equity Share capital of our Company as Promoter's Contribution and 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.

ii. 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 237 of the SEBI (ICDR) Regulations

In this connection, we confirm the following:

- Equity Shares acquired three years preceding the date of this Draft Red Herring Prospectus. for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or

reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter's Contribution.

- The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus., at a price lower than the price at which the Equity Shares are being offered to the public in this Issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the Promoter's and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a Company.
- equity shares held by a venture capital fund or alternative investment fund of category I or Category II or a foreign venture capital investor.
- As on the date of this Draft Red Herring Prospectus, the Equity Shares held by our Promoters and offered for minimum Promoters' contribution are not subject to pledge with any creditor.

c. Equity Shares locked-in for one year other than Minimum Promoter's Contribution

Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

d. Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI ICDR Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock - in period and in case such equity shares are dematerialized, the Company shall ensure that the lock - in is recorded by the Depository.

e. Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

a. if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;
b. if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.
   Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

f. Transferability of Locked in Equity Shares

a. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

b. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares,

subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

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

i. Set out below are the details of the Equity Shares held by our Promoters held any Equity Shares in our Company.

Sr. No.	Name	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital* (%)*	Percentage of the post-Offer Equity Share capital* (%)
Promoters				
1	Mallicarjunan Balachandar	5,00,000	10%	7.04%
2	Kunal Raj Mathur	5,00,000	10%	7.04%
3	Vineet Raj Mathur	18,00,000	36%	25.35%
4	Anusha Mathur	12,50,000	25%	17.61%

*The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held by a Shareholder.

For further details, see “Our Promoter and Promoter Group” on page [•].

ii. Set out below are details of the Equity Shares held by our Directors. Further, our Key Managerial Personnel and Senior Management Personnel do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. Further, none of the directors / trustees of our Corporate Promoters in our Company hold any Equity Shares in our Company.

Sr. No.	Name	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital* (%)*	Percentage of the post-Offer Equity Share capital* (%)
Directors				
1	Mallicarjunan Balachandar	5,00,000	10%	7.04%
2	Kunal Raj Mathur	5,00,000	10%	7.04%
3	Vineet Raj Mathur	18,00,000	36%	25.35%
4	Anusha Mathur	12,50,000	25%	17.61%
5	Sailesh Srivastava	5,000	0.10%	0.07%

*The percentage of the Equity Share capital calculated on the basis of total Equity Shares held by a Shareholder.

For further details, see “Our Management” on page 176

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h. Our Company has not issued any Equity Shares under an employee stock option scheme since incorporation.

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or any employee stock option plan.

(I)	Category of Shareholder (II)	No. of Shareholders. (III)	No of fully paid up equity shares held. (IV)	No of partly paid up equity shares held. (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)			No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI=VII +X)	Number of Locked in shares (XII)		No. of shares Pledged Or Otherwise Encumbered (XIII)		No. of Equity shares held in De-mat Form (XIV)
								Nos of voting Rights									
								Class: Equity Shares	Total	Total as a % of (A+B+ C)			Nos of shares held (a)	As % of total number of shares held (b)	Nos of shares held (a)	As % of total number of shares held (b)	
A.	Promoter	4	40,50,000			40,50,000	81%				-	-	-	-	-	-	40,50,000
B.	Promoter Group																
C.	Public	11	9,50,000			9,50,000	19%										9,50,000
D.	Non- Promoter Non-Public																
D 1	Shares Underlying DRs																
D 2	Shares held by Employee Trusts																
	Total	**15**	**50,00,000**			**50,00,000**	**100%**										**50,00,000**

As on date of this Draft Red Herring Prospectus., 1 Equity share holds 1 vote.
As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.
All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE").
In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.
Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of NSE Limited before commencement of trading of such Equity Share.

i. Details of equity shareholding of the major shareholders of our Company

i) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up equity share capital of our Company, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	No. of Equity Shares	% of Pre-Issued Capital
1.	Vineet Raj Mathur	18,00,000	36.00%
2.	Anusha Raj Mathur	12,50,000	25.00%
3.	Mr Kunal Raj Mathur	5,00,000	10.00%
4.	Mr. M Balachandar	5,00,000	10.00%
5.	Rekha Hemant Mehta	2,90,000	5.80%
6.	Dimple Hemant Mehta	2,50,000	5.00%
7.	Nihar Shrikant Jhavar	1,40,000	2.80%
8.	Saurabh Jhavar	1,30,000	2.60%
9.	Devanshi Shirish Sheth	1,30,000	2.60%
Total		**49,90,000**	**99.90%**

ii) List of Major Shareholders holding 1% or more of the paid-up equity share capital of our Company as on a date 10 days before the date of the Draft Red Herring Prospectus.:

Sr. No.	Name of Shareholders	No. of Equity Shares	% of Pre-Issued Capital
1.	Vineet Raj Mathur	18,00,000	36.00%
2.	Anusha Raj Mathur	12,50,000	25.00%
3.	Mr Kunal Raj Mathur	5,00,000	10.00%
4.	Mr. M Balachandar	5,00,000	10.00%
5.	Rekha Hemant Mehta	2,90,000	5.80%
6.	Dimple Hemant Mehta	2,50,000	5.00%
7.	Nihar Shrikant Jhavar	1,40,000	2.80%
8.	Saurabh Jhavar	1,30,000	2.60%
9.	Devanshi Shirish Sheth	1,30,000	2.60%
Total		**49,90,000**	**99.90%**

iii) List of Major Shareholders holding 1% or more of the paid-up equity share capital of our Company as on a date 1 (one) year before the date of the Draft Red Herring Prospectus.:

Sr. No.	Name of Shareholders	No. of Equity Shares	% of Pre-Issued Capital
1.	Vineet Raj Mathur	37000	37%
2.	Anusha Raj Mathur	28000	28%
3.	Mr. M BalaChandar	20000	20%
4.	Mr. Kunal Raj Mathur	15000	15%

iv) List of Major Shareholders holding 1% or more of the paid-up equity share capital of our Company as on a date two years before the date of the Draft Red Herring Prospectus.:

Sr. No.	Name of Shareholders	No. of Equity Shares	% of Pre-Issued Capital
1.	Gradiente Infotainment Limited	9000	90%
2.	Sudheep Raj Mathur	500	5%
3.	Vineet Raj Mathur	500	5%

j. Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or

otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

1. Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

2. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.

3. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchanges.

4. As on the date of this Draft Red Herring Prospectus, all the Equity Shares held by our Promoters are held in dematerialised form.

5. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

6. The BRLM i.e. Expert Global Consultants Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus.

7. We have Fifteen (15) shareholders as on the date of filing of this Draft Red Herring Prospectus.

8. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer;

9. Our Company has not raised any bridge loan against the proceeds of the Issue.

10. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge

11. There are no safety net arrangements for this public issue.

12. As per RBI regulations, OCBs are not allowed to participate in this offer.

13. As on the date of filing of the Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

14. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

15. There are no Equity Shares against which depository receipts have been issued.

16. As on date of the Draft Red Herring Prospectus, other than the Equity Shares, there are is no other class of securities issued by our Company.

17. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

18. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

19. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.

20. Our Promoter and the members of our Promoters' Group will not participate in this Issue.

21. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoters' Group between the date of filing the Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

22. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

SECTION V
PARTICULARS OF THE ISSUE
OBJECTS OF THE ISSUE

The Offer comprises the Fresh Issue.

Fresh Issue

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

1. Production of web series, and movies content
2. Purchases of web series and movies across Indian and foreign languages for third party OTT platforms
3. Capex on strengthening our infrastructure
4. Funding of working capital requirements of the Company
5. General corporate purpose

*(Collectively referred as "**Objects of the Issue**")*

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company's brand name, better financial gearing, and creation of a public market for our Equity Shares in India.

The main objects clause and the objects incidental and ancillary to the main objects clause of our Memorandum of Association enables us to (i) to undertake our existing business activities; and (ii) 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

Net Proceeds

The details of the Net Proceeds are set forth below:

Sr. No.	Particulars	₹ Lakhs
1	Gross Proceeds of the Fresh Issue	[●]
2	Less: Estimated expenses in relation to the Fresh Issue (1)(2)	[●]
	Net Proceeds	[●]

(1) To be finalised upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC.
(2) For details, see "- Offer related expenses" on page 81

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided hereunder:

(₹In lakhs)

Sr. No.	Particulars	₹in Lakhs
5	Purchases / Production of web series and movies across Indian and foreign languages for third party OTT platforms	600.00
6	Capex on strengthening our infrastructure	425.00
7	Funding of working capital requirements of the Company	700.00
8	General Corporate Purpose (1)(2)	[·]
	Total	**[·]**

(1)To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. (2)The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed 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:

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Financial Year ended	
		March 31, 2025	March 31, 2026
Production of web series, and movies content	600.00	423.62	176.38
Purchases of web series and movies across Indian and foreign languages for third party OTT platforms	425.00	85.00	340.00
Capex on strengthening our infrastructure	700.00	700.00	-
Funding of working capital requirements of the Company	600.00	423.62	176.38
General corporate purposes[(1)(2)]	[·]	[·]	[·]

[(1)]To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. [(2)]The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, current and valid quotations from vendors and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution.

Please see "*Risk Factors – Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.*" on page 32. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, and other external factors such as changes in the business environment, market conditions, regulatory frameworks 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, deployment schedule and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Fresh Issue. If the estimated utilisation of the Net Proceeds in a Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal 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 for future growth opportunities, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue in accordance with Regulation 230(1) (e) of the SEBI ICDR Regulations.

Details of the Objects

1. Purchases / Production of web series and movies across Indian and foreign

languages for third party OTT platforms

Our Company requires funding for production of movie titled “Abhaya” an action thriller entertainment movie to be produced in Marathi, Telugu and Hindi Languages which is estimated to be Rs. 247.80 Lakhs as per the quotation dated 23rd August, 2024 and has a validity for a period 06 months.

Our Company also requires funding for production of webseries “Encounter with fear” a multilingual web series and contains episodes of Haunted Beach, Haunted Resort, Haunted Tree, Spirit Calling which is estimated to be Rs. 351.64 Lakhs as per the quotation dated 09th August, 2024 and has a period of period of validity for 06 months.

2. Capex on strengthening our infrastructure

Our management is of the opinion that having an in-house studio would reduce the cost of production, increase the productivity and brand image.

Our Company intended to build film studio along with equipment at an estimated cost of Rs. 425.00 Lakhs as per the quote dated September 02, 2024 availed for the purpose and has a validity for period of 04 months.

a) Estimated Cost for Studio

(Rs in lakhs)

Sl No.	Particulars	Purpose	Quantity	Rate	Amount
1	Edit Room	An editing room is a space where audio and visual media is prepared for television, film, web series etc by selecting, rearranging, or rejecting previously filmed material.	8	5.00	40.00
2	Dubbing / Folly 5.1 Room	A Dubbing/Foley 5.1 room is specifically designed for high-quality audio production, particularly for film, television, and video games	1	25.30	25.30
3	Colour Grading DI Setup	A Colour Grading DI (Digital Intermediate) setup is crucial in post-production for film, television, and other video projects. Its primary purpose is to enhance and refine the visual appearance of the footage	1	35.75	35.75
4	Atmos 7.1 Mixing	Atmos 7.1 mixing refers to the audio mixing process for content using Dolby Atmos in a 7.1-channel setup. Dolby Atmos is an advanced sound technology that creates an immersive audio experience by allowing sounds to move freely around the listener in a three-dimensional space.	1	35.05	35.05

Sl No.	Particulars	Purpose	Quantity	Rate	Amount
5	Open space for VFX and Animation set up	An Open Space for VFX (Visual Effects) and Animation setup is designed to facilitate the creation, review, and production of complex visual content. The layout and equipment in such a space aim to enhance creativity, collaboration, and efficiency.	3	22.25	66.75
6	Storage IT Setup	A Storage IT Setup refers to the infrastructure and technology used to manage and store data in an organization. This setup is crucial for ensuring data availability, integrity, and security, as well as supporting efficient data management and retrieval.	1	40.60	40.60
7	Croma Shoot Floor	The primary purpose of a Croma Shoot Floor, also known as a Chromakey or Green Screen Shoot Floor, is to facilitate the process of combining live-action footage with digital or CGI backgrounds and visual effects.	1	23.77	23.77
8	Base light Setup	The purpose of a Base Light Setup in film, television, and photography is to establish the fundamental lighting conditions for a scene. It ensures that the subject is evenly illuminated and that the lighting provides a solid foundation for additional creative lighting adjustments. A typical studio light consumes 750 watts (1.005 hp)	1	85.50	85.50
	Total			**-**	**352.72**
	GST@18%			**-**	**63.49**
	Grand Total (A)			**-**	**416.21**

b) Estimated cost for procuring Equipment for studio

(Rs in lakhs)

Sl No.	Particulars	Purpose	Quantity	Rate	Amount
1	Editing System	An editing system for a studio is designed to handle a variety of media editing tasks, from video and audio editing to graphic design and post-production.	3	1.45	4.35

Sl No.	Particulars	Purpose	Quantity	Rate	Amount
2	Mac book pro (8-core CPU, 10-core GPU, 8GB Unified Memory, 512GB SSD Storage, 35.97 cm (14.2") Liquid Retina XDR display, Two Thunderbolt / USB 4 ports, HDMI port, SDXC card slot, headphone jack, MagSafe 3 port	The MacBook Pro is a high-performance laptop designed by Apple, often used by professionals for tasks requiring substantial computing power, such as video editing, software development, and graphic design.	1	1.70	1.70
3	G15 Gaming Laptop (13th Gen Intel® Core™ i7-13650HX (24 MB cache, 14 cores, 20 threads, up to 4.90 GHz Turbo)	The G15 is optimized for gaming, featuring powerful hardware to handle the latest AAA games at high settings. It typically comes with high-refresh-rate displays and advanced graphics cards to ensure smooth and immersive gameplay.	1	1.40	1.40
	Total				**7.45**
	GST@18%			**-**	**1.34**
	Grand Total (B)			**-**	**8.79**
	GRAND TOTAL (A+B)			-	**425.00**

3. Funding incremental working capital requirements of our Company

Our Company requires additional working capital for funding its incremental working capital requirements in Financial Year ended upto March 31, 2026. The funding of the incremental working capital requirements of our Company will lead to a consequent increase in our revenue and profitability and in achieving the proposed targets as per our business plan.

Basis of estimation of incremental working capital requirement

(Amount in INR Lacs)

Particulars	For the Financial Year ended March 31,	
	2023	2024
Current Assets		
Inventories	-	-
Trade Receivables	5.73	697.23
Cash and cash equivalents	0.36	1.35
Short Term Loans And Advances	-	9.50
Other Current Assets	0.01	0.58
Total Current Assets (A)	**6.11**	**708.67**
Current Liabilities		
Trade payables	-	277.31
Other Current Liabilities	-	2.55
Short-term provisions	1.31	104.93
Total Current Liabilities (B)	**1.31**	**384.78**
Net Working Capital (A)-(B)	4.80	323.89

Particulars	For the Financial Year ended March 31,	
	2023	2024
Existing funding pattern		
A. Short Term Borrowing	-	0.70
B. Internal Accruals/Equity	4.80	323.19
Total	**4.80**	**323.89**

The working capital details for the period ended March 31, 2024 and source of funding has been certified by our statutory auditor, M/s K M CHAUHAN & ASSOCIATES, Chartered Accountants pursuant to their certificate dated September 06, 2024.
On the basis of our existing working capital requirements, our Board pursuant to its resolution dated September 06, 2024 has approved the estimated and projected working capital requirements for Fiscal 2025 and 2026.

Future working capital requirements

The incremental working capital requirements are based on the business plan approved by the board of directors in the board meeting held on September 06, 2024 has approved the estimated and projected working capital requirements. Accordingly, we have estimated increase in Trade Receivables, Loans and advances including security deposits if any and decrease in trade payables and other current liabilities.

Particulars	Projected	
	FY 2025	FY 2026
Current Assets		
Inventories	-	-
Trade Receivables	1,090.00	1,350.00
Cash and cash equivalents	100.59	78.90
Short Term Loans And Advances	35.70	65.00
Other Current Assets	-	10.00
Total Current Assets	**1,226.29**	**1,503.90**
Current Liabilities		
Trade payables	70.00	115.00
Other Current Liabilities	4.00	3.00
Short-term provisions	128.40	123.10
Total Current Liabilities	**202.40**	**241.10**
Net Working Capital (A)-(B)	1,023.89	1,262.80
Incremental working capital	700.00	241.90
Sources of Funds		
Short Term Borrowing	-	-
Unsecured Loan	-	-
Internal Accruals/Existing Net worth	-	241.90
Proceeds from IPO	700.00	-
Total	**700.00**	**241.90**

Working Capital Holding Period Level

Sr. No.	Particulars	Basis	Audited for the Financial Year 2022-23	Audited for the Financial Year 2023-24	Estimated for the Financial Year 2024-25	Estimated for the Financial Year 2025-26
I	**Current Assets**					
(a)	Inventories	Days	0	0	0	0
(b)	Trade Receivables	Days	50	183	210	212

Sr. No.	Particulars	Basis	Audited for the Financial Year 2022-23	Audited for the Financial Year 2023-24	Estimated for the Financial Year 2024-25	Estimated for the Financial Year 2025-26
(c)	Other Current Assets	Days	1	0	0	1
II	**Current Liabilities**					
(a)	Trade Payables	Days	0	210	67	26
(b)	Other Current Liabilities	Days	0	2	1	1

Key assumptions and Justification for "Holding Period" levels:

Current Assets	
Trade receivables	In accordance with historical patterns, we are strategically adjusting our trade receivables pay-back period to approximately 210 days, slightly extended from the observed pay-back period in the financial year 2023 and 2024. This adjustment is expected to support an anticipated significant increase in revenue in the financial year 2024-25 resulting from the acquisition of new rights. We plan to allocate a substantial amount of funds to trade receivables while maintaining the sightly increased credit period, reflecting our commitment to effectively manage working capital and facilitate future growth.
Other Current Assets	Other current assets typically consist of funds owed by revenue authorities, prepaid expenses, and advances provided. We are strategically optimizing our working capital requirements by aiming to reduce the turnover days specifically for our Other Current Assets. Our goal is to maintain Other Current assets holding period below 1 days. This concerted effort is intended to significantly enhance the efficiency and effectiveness of our overall financial operations.
Current Liabilities	
Trade payables	Trade Payable is based on the average standard payment terms of our vendors. The company's planned utilization of the net proceeds encompasses several objectives, including the production of web series and movies content, procurement of web series and movies in various languages for third-party OTT platforms, infrastructure reinforcement, and fulfillment of working capital needs. Notably, the trade payables of the company have displayed an unexpected increase in the financial year 2024 to 210 days, impacting profitability as a result of the requirement to defer payments to creditors in order to meet the working capital needs. To address this issue and realize improved efficiencies, the company anticipates reducing the average operating trade payables payment period to 67 days and 26 days in the financial year 2025 and 2026 respectively. This strategy is expected to yield additional benefits such as securing discounted rates, ensuring product availability, and stabilizing purchasing rates with vendors.
Other Current Liabilities	Managing short-term borrowings is essential for addressing immediate financial requirements and supporting continuous business operations. Typically, our short-term borrowings are structured with a payback period ranging from 1 to 2 days, with efforts being made to keep it below 1 days in the financial year 2025 and the financial 2026 to optimize the financial burden on the company. This approach is aimed at maintaining financial flexibility and efficiently meeting our short-term financial needs.

The Board at its meeting held on September 06, 2024, approved the plan of utilization of Issue

Proceeds as stated hereinabove. This amount is based on our management's current estimates of the amounts to be utilized towards the respective objects. However, the actual deployment of funds will depend on a number of factors affecting our results of operation, financial condition and access to capital. Further, in the event that there is a surplus under any head, such amount shall be utilized towards general corporate purpose.

While all the quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus, however, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹ 425.00 Lakhs. See, *Risk Factors – Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.*" on page 32

4. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] Lakhs towards general corporate purposes and business requirements of our Company, subject to such amount not exceeding 25% of the gross proceeds of the Issue and the proceeds from in compliance with the SEBI ICDR Regulations. Such general corporate purposes may include, but are not restricted to, investments in Subsidiaries and Associates; new business ventures; marketing and business development costs in new business markets strengthening base in existing business markets; funding costs in developing and research in new business initiatives in energy and construction; meeting exigencies and expenses, incurred by our Company in the ordinary course of business, as may be applicable; meeting expenses incurred towards any strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, as may be approved by the Board or a duly appointed committee from time to time and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act,. Further, this portion of Net Proceeds may also be utilised to meet the shortfall in the Net Proceeds for the Objects set out above. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act and other applicable laws. The quantum of utilisation 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.

Means of Finance

We propose to fund the requirements of the Objects detailed above fully from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] Lakhs. The expenses of the Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Book Running Lead Manager, fees payable to legal counsels, fees payable to the Registrar to the Offer, Market Maker, Escrow Collection Bank to the Issue and Sponsor Bank(s), including processing fee to the SCSBs for processing ASBA Forms, brokerage

and selling commission payable to Registered Brokers, collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Estimated Issue Related Expenses

The details of the estimated issue related expenses are tabulated below:

(₹ in Lakhs)

Activity	Amount	As a % of	
		Gross Issue Expenses*	Net Issue Expenses
Book Running Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Brokerage and selling commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
Total	[●]	[●]	[●]

*Amounts will be finalized and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

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

Portion for Retail Individual Bidders*	[•]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	[•]% of the Amount Allotted* (plus applicable taxes)

**Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of National Stock Exchange of India Limited. No additional uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.*

2) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which e procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders*	[•] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders*	[•] per valid Bid cum Application Form (plus applicable taxes)

3) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	[•] per valid Application (plus applicable taxes)

Sponsor Bank	[•] per valid Bid cum Application Form (plus applicable taxes) *The Sponsor Bank 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 law*

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

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

Portion for Retail Individual Bidders*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●]% of the Amount Allotted (plus applicable taxes)

Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes). 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 on compliance with SEBI Circular no. SEBI /HO/CFD/DIL2/P/CIR/2022/75 dated May 30,2022 and SEBI Master Circular no. SEBI/ HO/ MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Bridge Financing Facilities

We have not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

MONITORING OF UTILIZATION OF FUNDS

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

INTERIM USE OF FUNDS

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described in this section, our Company may temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the 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, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

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 without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**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 English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or Key Managerial Employees. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoters, Directors, key management personnel, associates or Group Companies in relation to the utilization of the Net Proceeds of the Issue.

OTHER CONFIRMATIONS

We will not pay any part of the proceeds of the Issue to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel, or Group Companies, except in the normal course of business and in compliance with applicable law.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of assessment of market demand for the Equity Shares issued in the Issue 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 Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price.

Investors should also see 'Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Condition and Results of Operations', 'Restated Standalone Financial Information' and 'Summary of Financial Information' on pages 32,120,238,201 and 43, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

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

1. High level of competitiveness in a changing marketplace;
2. The Company is in the process of developing a large and diverse customer base;
3. Our Company has embarked on a carefully planned growth strategy in order to expand its scope of operations across geographies and markets.
4. In depth understanding of client requirements and delivering the service to their utmost satisfaction.
5. The Company is managed by an experienced team and a motivated and efficient work force.

For further details, see Risk Factors" and "Our Business" on pages 32 and 120, respectively.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see Restated Financial Information and 'Other Financial Information' on pages 201 and 236, respectively, of this Draft Red Herring Prospectus.

1. Basic and Diluted Earnings per Share ("EPS"):

Sr. No	Period	Basic EPS (in Rs.)	Diluted EPS (in Rs.)	Weights
1.	Financial year ended 31 March, 2024	309.94	309.94	3
2.	Financial year ended 31 March, 2023	39.30	39.30	2
3.	Financial year ended 31 March, 2022	(1.38)	(1.38)	1
	Weighted Average	167.84	167.84	
	For the period ended June 30, 2024*	19.06	19.06	

Notes

*Not annualized

1. For calculating the weighted average Basic and Diluted EPS, highest weight has been given to the latest period in descending order
2. Basic and diluted EPS are based on the Restated Financial Information.
3. Basic and diluted earnings/(loss) per share: Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations
4. The face value of the Equity Shares is ₹10 each.
5. 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
6. The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at Floor Price (no. of times)	P/E at Cap Price (no. of times) *
Based on basic EPS for Fiscal 2024	[•]	[•]
Based on diluted EPS for Fiscal 2024	[•]	[•]

**Will be populated after finalization of price band*

3. Industry P/E ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	P/E Ratio
Highest	[•]
Lowest	[•]
Industry Composite	[•]

4. Return on Net worth (RoNW)*

Sr. No	Period	Standalone	Weights*
1.	Financial year ended 31 March, 2024	95.74%	3
2.	Financial year ended 31 March, 2023	81.88%	2
3.	Financial year ended 31 March, 2022	-	1
	Weighted Average	75.16%	
	For the period ended June 30, 2024	11.63%	

*Restated Profit after tax/Net Worth

Note:

The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period

5. Net Asset Value (NAV) per Equity Share:

Sr. No	Period	Standalone
1.	As on March 31, 2024	323.74
2.	As at June 30, 2024	163.80
	After the Offer	
	-At the Floor Price	[•]
	-At the Cap Price	[•]
	Offer Price	[•]

Note:

i) The NAV per Equity Share has been computed by dividing restated networth with weighted average number of equity shares outstanding at the end of the year/period. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information

6. Comparison of Accounting Ratios with Industry Peers

Name of Company	Total Income for Fiscal	Face Value (₹per share)	P/E Ratio	Market Price	RoNW (%)	NAV Per Equity Share	EPS	
							Basic	Diluted
Omnistar Entertainment.Com Limited	702.51	10	[•]	[•]	95.74%	323.74	309.94	309.94
Listed Peers(1)								
Vertoz Advertising Limited (Consolidated)*	15,536.64	1	3.39	34.40***	19.10	3.76	10.04	10.04
Sungold Media And Entertainment Limited*	83.71	10	997.50	19.95**	0.23%	10.52%	0.02	0.02

*Financial information of our Company is derived from the Restated Standalone & Consolidated Financial Information as at and for Fiscal 2024

**Market Price information captured from BSE Limited as on September 13, 2024 at a closing price.

*** Market Price information captured from National Stock Exchange of India Limited as on September 13, 2024, at a closing price.

Notes:

1. All the financial information for listed industry peers mentioned above is on an audited standalone basis and sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the Stock Exchanges.
2. Earnings per share (Basic)= Restated net profit after tax, available for equity shareholders/Weighted average number of equity shares outstanding during the period/year.
3. Earnings per share (Diluted) = Restated profit for the period/year / Weighted average number of diluted potential equity shares outstanding during the period/year.
4. Return on Net worth (%) = Restated net profit after tax / Restated net worth at the end of the period/year
5. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, 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 audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.
6. Net Asset Value per Share (in ₹) = Restated net worth at the end of the period/year / Number of equity shares outstanding at the end of the period/year.
7. Operating income = Gross sales + Other related income
8. P/E is calculated basis closing market price of equity shares as on September 13, 2024 divided by diluted by the diluted earnings per share

7. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to tack the total revenue generated by the business including other income.
Operating EBITDA (₹ in Lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Return on Net Worth	This enables us to track how much profit a company generates with the money that the equity shareholders have invested.
Working Capital as a % of Revenue from Operations	This metric helps companies strike a balance between maintaining liquidity, optimizing operations, and maximizing profitability.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 06 ,2024 and the members of the Audit Committee have verified the details of all

KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this RHP. Further, the KPIs herein have been certified by M/s K M Chauhan & Associates., by their certificate dated September 06, 2024.

Particulars	For the period ended June 30, 2024	As on March 31,		
		2024	2023	2022
Revenue from operation (₹ in Lakhs)	422.55	702.24	20.98	0.71
Total Income (₹ in Lakhs)	**422.55**	**702.51**	**20.98**	**0.71**
Operating EBITDA (₹ in Lakhs)	127.20	413.40	5.34	(0.14)
Operating EBITDA Margin (%)	30.10%	58.86%	25.45%	-19.72%
Profit/(loss) after tax for the year/ period (₹ in Lakhs)	95.28	309.94	3.93	-0.14
Net profit Ratio/ Margin (%)	22.55%	44.14%	18.73%	-19.45%
Debt To Equity Ratio	0.36%	0.22%	0.00%	0.00%
Current Ratio	2.19	1.84	4.66	26.62

Notes:

a. *As certified by M/s K M Chauhan & Associates, Chartered Accountants pursuant to their certificate dated September 06, 2024. The Audit committee in its resolution dated September 06, 2024 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Red Herring Prospectus other than as disclosed in this section.*

b. *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*

c. *Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.*

d. *Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

e. *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.*

f. *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*

g. *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*

h. *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.*

i. *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 239 for the reconciliation and the manner of calculation of our key financial performance indicators.

The following tables provides a comparison of our KPI with our listed peers for the last three Fiscals which have been determined on the basis of companies listed on the Indian stock exchanges of comparable size to our Company, operating in the same industry as our Company and whose business model is similar to our business model.

(a) Comparison with listed industry peers (Financial Year, 2024)

Particulars	Omnistar Entertainment.Com Limited	Vertoz Advertising Limited (Consolidated)	Sungold Media And Entertainment Limited
Financial KPI			
Revenue From operations (₹ in Lakhs)	702.24	15,536.64	83.71
Operating EBITDA (₹ in Lakhs)	413.40	2147.93	6.45
Operating EBITDA Margin (%)	58.86%	13.82%	7.70
Profit after tax (₹ in Lakhs)	309.94	1,611.77	2.70
PAT Margin (%)	44.14%	10.37%	3.22

(b) Comparison with listed industry peers (Financial Year, 2023)

Particulars	Omnistar Entertainment.Com Limited	Vertoz Advertising Limited (Consolidated)	Sungold Media And Entertainment Limited
Revenue From operations (₹ in Lakhs)	20.98	8,281.40	71.89
Operating EBITDA (₹ in Lakhs)	5.34	1705.59	5.50
Operating EBITDA Margin (%)	25.45%	20.60%	7.65%
Profit after tax (₹ in Lakhs)	3.93	1,103.68	1.70
PAT Margin (%)	18.73%	6.77%	2.36%

(c) Comparison with listed industry peers (Financial Year, 2022)

Particulars	Omnistar Entertainment.Com Limited	Vertoz Advertising Limited (Consolidated)	Sungold Media And Entertainment Limited
Revenue From operations (₹ in Lakhs)	0.71	4,160.64	57.69
Operating EBITDA (₹ in Lakhs)	(0.14)	1080.24	4.83
Operating EBITDA Margin (%)	-19.72%	25.96%	8.37%
Profit after tax (₹ in Lakhs)	-0.14	610.35	0.98
PAT Margin (%)	-19.45%	18.05%	1.70%

Notes:

a) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

b) Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.

c) Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.

d) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.

e) All the financial information for listed industry peers mentioned above is on a consolidated basis and sourced from the audited financial statements of the relevant companies Fiscal 2024 as available on the websites of the Stock Exchange.

8. Past transfer(s)/ allotment(s)

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

There has been no issuance of Equity Shares or convertible securities, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, during the 18 months preceding the date of the Draft Red Herring Prospectus, 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) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Primary transactions

Disclosed below are the last five primary transactions of our Company, in the last three years preceding the date of the Draft Red Herring Prospectus.

Date of Allotment	Name of Allottee	No. of Equity Shares allotted	Face value	Offer price	Nature of allotment	Nature of consideration	Total Consideration
			(in ₹) per equity share				(₹ in Lacs)
September 16,2023	Mr. Vineet Raj Mathur	33,300	10	10	Rights Issue	Cash	3.33
	Ms. Anusha Raj Mathur	25,200	10	10	Rights Issue	Cash	2.52
	Mr M Balachandar	18,000	10	10	Rights Issue	Cash	1.8
	Mr. Kunal Raj Mathur	13,500	10	10	Rights Issue	Cash	1.35
April 22,2024	Vineet Raj Mathur	1,43,000	10	100	Rights Issue	Cash	143
	Ms. Anusha Raj Mathur	97,000	10	100	Rights Issue	Cash	97
	Mrs Sunitee Raj	64,900	10	100	Rights Issue	Cash	64.9
	Mr. Kunal Raj Mathur	35,300	10	100	Rights Issue	Cash	35.3
	Mr M Balachandar	30,000	10	100	Rights Issue	Cash	30
	Krishna Hemant Mehta	29,400	10	100	Rights Issue	Cash	29.4
	Mr. Sailesh Srivastava	400	10	100	Rights Issue	Cash	0.4

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

There have been secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoter, Promoter Group entities, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of Allotment	Name of Allottee	No. of Equity Shares allotted	Face value per equity share	Offer price per Equity Share	Nature of allotment	Nature of specified security
			(in ₹)			
September 04,2024	Transfer from Krishna Hemant Mehta to Rekha Hemant Mehta	2,90,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Krishna Hemant Mehta to Dhruv Manish Desai	1,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Krishna Hemant Mehta to Niruben M Desai	1,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Krishna Hemant Mehta to Chetna H Desai	1,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Krishna Hemant Mehta to Jignesh Manish Desai	1,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Krishna Hemant Mehta to Param Hitesh Desai	1,000	10	100	Transfer of Equity Shares	Equity Share
September 05,2024	Transfer from Sunitee Raj* to Dimple Hemant Mehta	2,50,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Sunitee Raj to Nihar Shrikant Jhavar	1,40,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Sunitee Raj to Saurabh Jhavar	1,30,000	10	100	Transfer of Equity Shares	Equity Share
	Transfer from Sunitee Raj to Devanshi Shirish Sheth	1,30,000	10	100	Transfer of Equity Shares	Equity Share

* Sunitee Raj share transfer proceeds will not be a part of "objects of the Issue" and see "Risk Factor" on page number 32.

c. *Price per share based on the last five primary or secondary transactions:*

Except as disclosed above (a) and (b), there are not any other secondary & primary transactions, have not been older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of transactions.

9. The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph 9 above, are set out below:

Past allotment/ secondary transactions* **	**Weighted average cost of acquisition**	**Floor Price**	**Cap Price**
	(₹)	**(i.e., (₹) [•])***	**(i.e., (₹) [•])***
Weighted average cost of acquisition of primary transactions in last three years		[•]*	[•]*
Weighted average cost of acquisition of secondary transactions in last three years**		[•]*	[•]*

Note:

**To be updated at Prospectus stage*

***Secondary transactions where Promoter, Promoter Group entities are a party to the transaction*

****Bonus issue have not been considered for the calculation of weighted average cost of acquisition.*

Justification for Basis for Issue Price.

Set forth below is an explanation for the Offer Price/ Cap Price being (i) [●] times of secondary transactions in last three years; along with our Company's KPIs and financial ratios for Fiscal 2021, Fiscal 2022 and Fiscal 2023, and in view of the external factors which may have influenced the pricing of the Offer:

[•]*

* To be included at the Prospectus stage

10. The Issue Price is [●] times of the Face Value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above- mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 32,120,239 and 201 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors", and you may lose all or part of your investments.

STATEMENTS OF TAX BENEFITS

To
The Board of Directors
Omnistar Entertainment.com Limited
Flat No 402,
Raj Royal Megistic 7-1-215/A,
D K Road, Ameerpet Hyderabad - 500016

Dear Sir/Madam,

Sub: Proposed initial public offering of 21,60,000 equity shares of face value Rs. 10 each ("Equity Shares") by Omnistar Entertainment.Com Limited ("Company") (referred to as the "Issue").

We, K M Chauhan and Associates, Chartered Accountants, have been informed that the Company proposes to file the Draft Red Herring Prospectus with respect to the Issue (the "**DRHP**") with National Stock Exchange of India Limited ("**NSE**") 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 subsequently (i) proposes to file a Red Herring Prospectus with the SEBI, NSE and the Registrar of Companies, Hyderabad ("**Registrar of Companies**" and such Red Herring Prospectus, the "**DRHP**"); (ii) proposes to file a Prospectus with the SEBI, NSE and the Registrar of Companies (the "**Prospectus**"); and (iii) issue any other documents or materials in relation to the Issue (such documents or materials collectively with the DRHP, RHP and Prospectus, the "**Issue Documents**").

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein 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 offering of equity shares (the "Issue") by the Company.

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

i. Company or its shareholders will continue to obtain these benefits in future; or

ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax

law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours Sincerely,

For K M Chauhan and Associates
Chartered Accountants
ICAI Firm Registration Number: 125924W

CA. Kishorsinh M Chauhan
Partner
Membership No.: 118326
Place: Mumbai
Date: September 06, 2024
UDIN: 24118326BKHJVC8156

Encl:
Annexure I: Statement of possible special tax benefits available to the Company and to the shareholders of the Company under applicable direct and indirect laws
CC:

Book Running Lead Manager	**Legal Counsel to the Issue**
Expert Global Consultants Private Limited 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110 034, India	**Juris Matrix Partners LLP** 302, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai 400 001

SECTION VI
ABOUT OUR COMPANY
INDUSTRY OVERVIEW

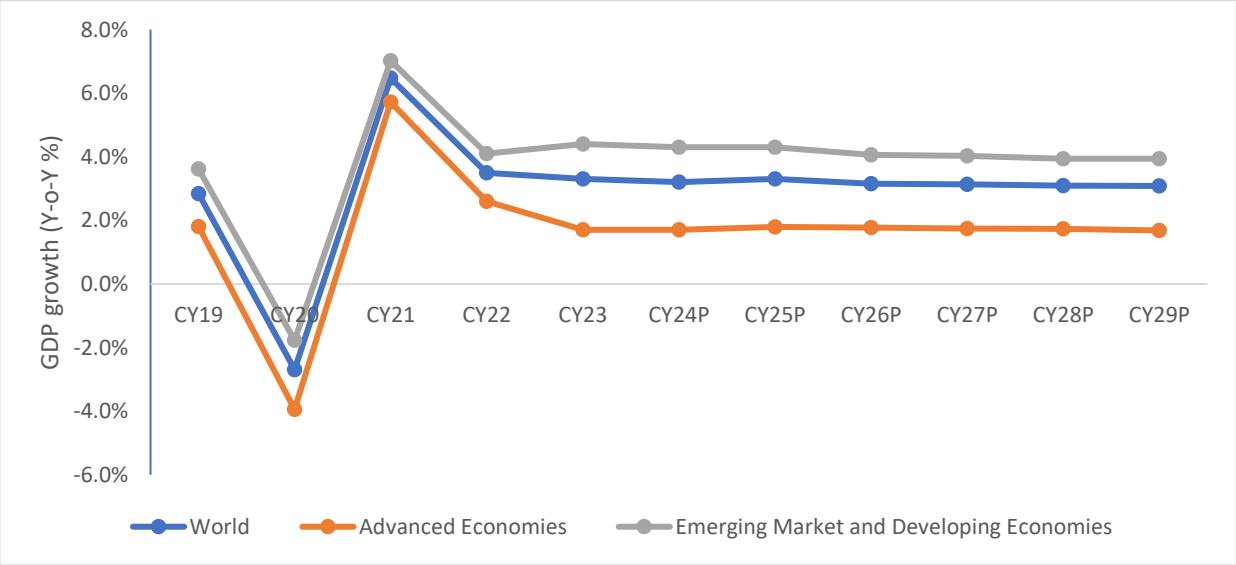
The information contained in this section is derived from the industry report titled "*Digital Media Industry*" dated August 30, 2024, prepared by CARE Analytics and Advisory Private Limited ("***CARE Report***"). We commissioned and paid for the CARE Report pursuant to the engagement letter dated July 05, 2024 executed by CARE, for the purposes of confirming our understanding of the industry specifically for the purpose of the Offer. CARE is an independent agency and is not a related party of our Company, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel or the Book Running Lead Managers. A copy of the CARE Report is available on the website of our Company https://omnistarentertainment.com/investors/industry-report/. See "Risk Factors– [•] We have commissioned an industry report from CARE, which has been used for industry related data in this Draft Red Herring Prospectus and such information is subject to inherent risks." on page 32.

1. Economic Outlook

1.1 Global Economy

Global growth, which stood at 3.3% in CY23, is anticipated to fall to 3.2% in CY24 and then bounce back again to 3.3% in CY25. The CY24 forecast has remained same compared to the April 2024 World Economic Outlook (WEO) Update, and increased by 0.1 percentage point compared to the January 2024 WEO. Despite this, the expansion remains historically low, attributed to factors including sustained high borrowing costs, inflation woes, reduced fiscal support, lingering effects of Russia's Ukraine invasion, Iran–Israel Cold War, sluggish productivity growth, and heightened geo-economic fragmentation.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Notes: P-Projection; Source: IMF – World Economic Outlook, July 2024

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)Real GDP (Y-o-Y change in %)									
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P
India	-5.8	9.7	7.0	8.2	7.0	6.5	6.5	6.5	6.5	6.5
China	2.2	8.5	3.0	5.2	5.0	4.5	3.8	3.6	3.4	3.3

Indonesia	-2.1	3.7	5.3	5.0	5.0	5.1	5.1	5.1	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.7	4.7	4.0	3.5	3.0	3.5
Brazil	-3.3	4.8	3.0	2.9	2.1	2.4	2.1	2.0	2.0	2.0
Euro Area	-6.1	5.9	3.4	0.5	0.9	1.5	1.4	1.3	1.3	1.2
United States	-2.2	5.8	1.9	2.5	2.6	1.9	2.0	2.1	2.1	2.1

P- Projections; Source: IMF- World Economic Outlook Database (July 2024)

Advanced Economies Group

Advanced economies are expected to experience a gradual increase in growth, remaining same at 1.7% in CY23 and CY24 and increasing to 1.8% in CY25. The projection for CY24 and CY25 remains unchanged compared to the April 2024 WEO Update.

The **United States** is expected to see growth rise to 2.6% in CY24, followed by a slight slowdown to 1.9% in CY25. This deceleration is attributed to gradual fiscal tightening and labor market softening, which dampen aggregate demand. The CY24 projection has been revised downward by 0.1 percentage points since the April CY24 WEO Update. This revision primarily reflects carryover effects from stronger-than-expected growth in the fourth quarter of CY23, with some of this momentum expected to continue into CY24.

The **Euro Area's** growth is anticipated to rebound from its sluggish rate of 0.5% in CY23, mainly influenced by significant exposure to the conflict in Ukraine. Projections indicate an increase to 0.9% in CY24 and further to 1.5% in CY25. This recovery is driven by stronger household consumption, as the impact of elevated energy prices diminishes and declining inflation bolsters real income growth. Additionally, strong momentum in services, higher than expected net exports, and higher investments have further driven this growth. But, countries like Germany are expected to have a sluggish recovery on account of weak manufacturing growth.

Emerging Market and Developing Economies Group

Emerging market and developing economies are forecasted to maintain stable growth at 4.3% in both CY24 and CY25. This forecast has been revised upwards by 0.1 percentage point as compared to the April 2024 WEO update on account of stronger activity in Asia, particularly China and India. Growth prospects in economies across the Middle East and Central Asia continue to be weighed down by oil production and regional conflicts. Growth forecast of sub-Saharan Africa has also been revised downward on account of weak economic activity. Low-income developing countries are anticipated to experience a gradual growth uptick, starting at 3.9% in CY23 and climbing to 4.4% in CY24 and 5.3% in CY25, as certain constraints on near-term growth begin to ease.

The economic forecast for emerging and developing Asia reveals a modest deceleration in growth, with projections indicating a decline from 5.7% in CY23 to 5.4% in CY24 and 5.1% in CY25. **China's** trajectory reflects a slowdown, transitioning from 5.2% in CY23 to 5.0% in CY24 and 4.5% in CY25 due to fading post-pandemic stimuli and ongoing property sector challenges. In contrast, **India's** growth remains robust, with anticipated rates of 7.0% in CY24 and 6.5% in CY25, bolstered by resilient domestic demand and a burgeoning working-age populace.

The **Indonesian** economy is expected to register growth of 5.0% in CY24 and 5.1% in CY25 with a strong domestic demand, a healthy export performance, policy measures, and normalization in commodity prices. **Saudi Arabia's** growth slowed at -0.8% in CY23 attributed to lower oil production. CY24 is predicted to see a revamp in the growth rates to 1.7% on account of Vision 2030 reforms that helped advance the country's economic diversification agenda, including through reduced reliance on oil. The forecast for CY24 has been revised downward as compared to the April 2024 WEO update on account of extension of oil production cuts. Going forward, GDP is expected to grow at 4.7% and 4.0% in CY25 and CY26, respectively. On the other hand, **Brazil's** growth is projected to ease to 2.1% in CY24, driven by fiscal consolidation, the lingering impact of tight monetary policies, and reduced contributions from the agricultural sector. There has been a downward revision in forecast for CY24 compared to April 2024 WEO update on account of the near-term impact of flooding. Going forward, GDP is expected to grow

at 2.4% in CY25 on account of reconstruction following the floods and supportive structural factors.
Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP has been at USD 3.6 trillion for CY23 and is projected to reach USD 5.3 trillion by CY27 and USD 6.4 trillion by CY29. India's expected GDP growth rate for coming years is almost double compared to the world economy.
Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at more than 6.5% in the period of CY24-CY29, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third-largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.6% share in the global economy, with China [~18.7%] on the top followed by the United States [~15.6%]. Purchasing Power Parity is an economic performance indicator denoting the relative price of an average basket of goods and services that a household needs for livelihood in each country.

Despite Covid-19's impact, high inflationary environment and interest rates globally, and the geopolitical tensions in Europe, India has been a major contributor to world economic growth. India is increasingly becoming an open economy as well through growing foreign trade. Despite the global inflation and uncertainties, Indian economy continues to show resilience. This resilience is mainly supported by stable financial sector backed by well-capitalized banks and export of services in trade balance. With this, the growth of Indian economy is expected to fare better than other economies majorly on account of strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners.

1.2 Indian Economic Outlook

1.2.1 GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

India's real GDP grew by 7.0% in FY23 and stood at ~Rs. 161 trillion, as per the First Revised Estimate, despite the pandemic in previous years and geopolitical Russia-Ukraine spillovers. In Q1FY24, the economic growth accelerated to 8.2%. The manufacturing sector maintained an encouraging pace of growth, given the favorable demand conditions and lower input prices. The growth was supplemented by a supportive base alongside robust services and construction activities. This momentum remained in the range in the Q2FY24 with GDP growth at 8.1%, mainly supported by acceleration in investments. However, private consumption growth was muted due to weak rural demand and some moderation in urban demand amid elevated inflationary pressures in Q2FY24. The GDP growth number improved for Q3FY24 at 8.6%.

India's GDP at constant prices surged to Rs. 47.24 trillion in Q4FY24 from Rs. 43.84 trillion in Q4FY23, marking a 7.8% growth rate. This upswing was fueled by robust performances in construction, mining & quarrying, utility services, and manufacturing sectors and investment drove the GDP growth, while both private and government consumption remained subdued.

Real GDP in the year FY24 is estimated to grow at 8.2% at Rs. 173.82 trillion as per provisional estimate of the Ministry of Statistics and Programme Implementation. It is expected that domestic demand, especially investment, to be the main driver of growth in India, amid sustained levels of business and consumer confidence.

GDP Growth Outlook

- Driven by fixed investment and improving global environment, domestic economic activity continues to expand. The provisional estimates (PE) placed real GDP growth at 8.2% for FY24.

- Industrial activity led by manufacturing continues its momentum on the back of strengthening domestic demand. Moreover, the services sector-maintained buoyancy as could be observed by growth in high frequency indicators such as E-way bills, GST revenues, toll collections, aggregate, and a healthy growth in domestic air cargo and port cargo. The purchasing managers' index for both manufacturing and services continues to exhibit a sustained and healthy expansion.

- Domestic economic activity remains strong. On the supply side, the south-west monsoon is progressing well, with higher cumulative kharif sowing and improving reservoir levels, which bodes well for kharif output. The potential development of La Niña conditions in the latter half of the monsoon season could impact agricultural production in 2024-25. On the demand side, household consumption is bolstered by a recovery in rural demand and consistent discretionary spending in urban areas. Fixed investment activity is robust, supported by the government's ongoing focus on capital expenditure, healthy balance sheets of banks and corporates, and other policy measures. Private corporate investment is picking up, driven by an increase in bank credit. Merchandise exports grew in June, albeit at a slower rate, while the growth in non-oil-non-gold imports accelerated, indicating resilience of domestic demand. Services exports saw double-digit growth in May 2024 before slowing down in June 2024.

- Improved agricultural activity would improve rural consumption, while urban consumption would be supported by buoyancy in services activity. Additionally, improvement in global trade prospects are expected to support external demand.

Persistent geopolitical tensions and volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its August 2024 monetary policy, has projected real GDP growth at 7.2% y-o-y for FY25.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

FY25P (complete year)	Q1FY25P	Q2FY25P	Q3FY25P	Q4FY25P	Q1FY26P
7.2%	7.1%	7.2%	7.3%	7.2%	7.2%

Note: P-Projected; Source: Reserve Bank of India

1.2.2 Gross Value Added (GVA)

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption.

Industry and Services sector leading the recovery charge

• The gap between GDP and GVA growth turned positive in FY22 (after a gap of two years) due to robust tax collections. Of the three major sector heads, the service sector has been the fastest-growing sector in the last 5 years.

• The **agriculture sector** was holding growth momentum till FY18. In FY19, the acreage for the rabi crop was marginally lower than the previous year which affected the agricultural performance. Whereas FY20 witnessed growth on account of improved production. During the pandemic-impacted period of FY21, the agriculture sector was largely insulated as timely and proactive exemptions from COVID-induced lockdowns to the sector facilitated uninterrupted harvesting of rabi crops and sowing of kharif crops. However, supply chain disruptions impacted the flow of agricultural goods leading to high food inflation and adverse initial impact on some major agricultural exports. However, performance remained steady in FY22.

In FY23, the agriculture sector performed well despite weather-related disruptions, such as uneven monsoon and unseasonal rainfall, impacting yields of some major crops and clocked a growth of 4% y-o-y, garnering Rs. 22.3 trillion.
In Q1FY24, this sector expanded at a slower pace of 3.7% y-o-y growth compared to y-o-y growth a quarter ago. This further stumbled to 1.7% in Q2FY24.Further, it experienced y-o-y growth of 0.4% in Q3 and 0.6% in Q4. leading to expectations of a modest 1.4% rise for the full year, contrasting sharply with the 4.7% growth recorded in FY23. In the Budget 2024-25, the government plans to boost private and public investment in post-harvest activities and expand the application of Nano-DAP across agro-climatic zones. Strategies for self-reliance in oilseeds and dairy development are to be formulated, alongside ramping up the Pradhan Mantri Matsaya Sampada Yojana and establishing Integrated Aquaparks. Allocation for PM-Formalisation of Micro Food Processing Enterprises scheme has increased from Rs. 639 in FY24 to Rs. 880 crores in FY25.
Going forward, rising bank credit to the sector and increased exports will be the drivers for the agriculture sector. However, a deficient rainfall may have impact on the reservoir level, weighing on prospects of Kharif sowing. Considering these factors, the agriculture sector is estimated to attain Rs. 23.7 trillion and mark 1.4% y-o-y growth for complete FY24.
• From March 2020 onwards, the nationwide lockdown due to the pandemic significantly impacted the **industrial sector**. In FY20 and FY21, this sector felt turbulence due to the pandemic and recorded a decline of 1.4% and 0.9%, respectively, on a y-o-y basis. With the opening up of the economy and resumption of industrial activities, it registered 11.6% y-o-y growth in FY22, albeit on a lower base.
The industrial output in FY23 grew by only 2.1% with estimated value Rs. 44.74 trillion owing to decline in manufacturing activities.
The industrial sector grew by 6.0% in Q1FY24, while Q2FY24 growth was up by 13.6% owing to positive business optimism and strong growth in new orders supported manufacturing output. The industrial growth was mainly supported by sustained momentum in the manufacturing and construction sectors. Within manufacturing, industries such as pharma, motor vehicles, metals, petroleum and pharma witnessed higher production growth during the quarter. The construction sector (13.6% growth in Q2FY24) benefited from poor rainfall during August and September and higher implementation of infrastructure projects. This was reflected in robust cement and steel production and power demand in Q2FY24. Overall, H1FY24 picked up by 9.3% with manufacturing and construction activities witnessing significant acceleration. In Q3FY24, growth rate slowed down to 10.5%. It further fell down to 8.4% in Q4FY24.
India’s industrial sector is experiencing strong growth, driven by significant expansion in manufacturing, mining, and construction. This growth is supported by positive business sentiment, declining commodity prices, beneficial government policies like production-linked incentive schemes, and efforts to boost infrastructure development. These factors collectively contribute to the sustained buoyancy in industrial growth due to which the industrial growth is estimated at 9.5% on y-o-y basis registering the value of Rs. 48.9 trillion in FY24.

The **Services sector** was the hardest hit by the pandemic and registered an 8.2% y-o-y decline in FY21. The easing of restrictions aided a fast rebound in this sector, with 8.8% y-o-y growth witnessed in FY22.
Overall, in FY23, benefitting from the pent-up demand, the service sector was valued at Rs. 80.6 trillion and registered growth of 10.0% y-o-y.
In Q1FY24, the services sector growth jumped to 10.7%. Within services, there was a broad-based improvement in growth across different sub-sectors. However, the sharpest jump was seen in financial, real estate, and professional services. Trade, hotels, and transport sub-sectors expanded at a healthy pace gaining from strength in discretionary demand. The service sector growth in Q2FY24 moderated to 6.0% partly due to the normalization of base effect and some possible dilution in discretionary demand. Considering these factors, service sector marked 8.3% growth in H1FY24. In Q3FY24 growth increased to 7.1% compared to 7.2% last year in the same quarter. In Q4FY24, growth declined to 6.7% compared to 7.2% last year in the same quarter.

With this performance, steady growth in various service sector indicators like air passenger traffic, port cargo traffic, GST collections, and retail credit are expected to support the services sector. With this, the growth of service sector is estimated at Rs. 86.7 trillion registering 7.6% growth in FY24 overall.

Table 3: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices

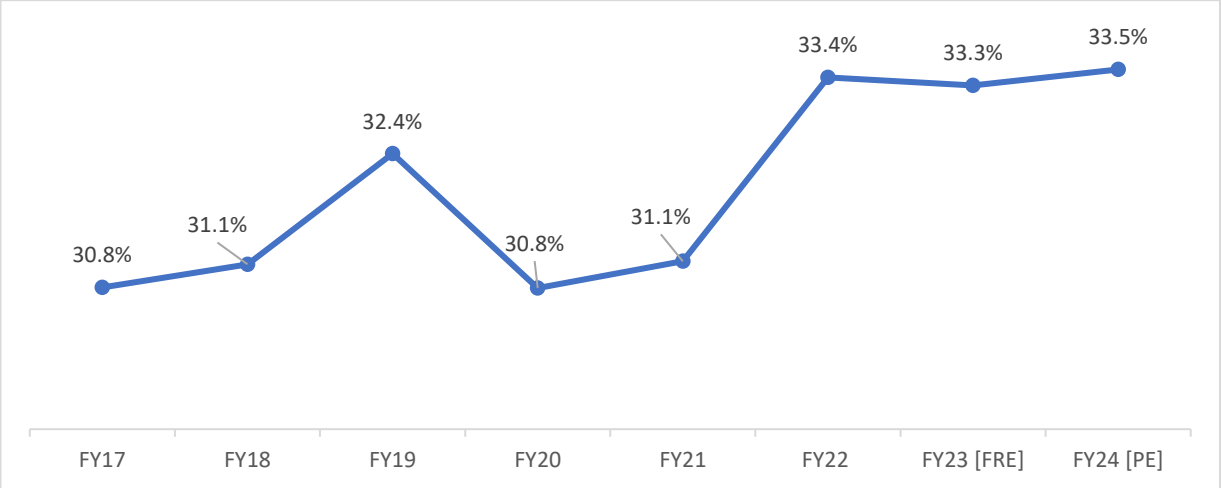
At constant Prices	FY19	FY20	FY21	FY22	FY23 (FRE)	FY24 (PE)
Agriculture, Forestry & Fishing	**2.1**	**6.2**	**4.1**	**3.5**	**4.7**	**1.4**
Industry	**5.3**	**-1.4**	**-0.9**	**11.6**	**2.1**	**9.5**
Mining & Quarrying	-0.9	-3.0	-8.6	7.1	1.9	7.1
Manufacturing	5.4	-3.0	2.9	11.1	-2.2	9.9
Electricity, Gas, Water Supply & Other Utility Services	7.9	2.3	-4.3	9.9	9.4	7.5
Construction	6.5	1.6	-5.7	14.8	9.4	9.9
Services	**7.2**	**6.4**	**-8.2**	**8.8**	**10.0**	**7.6**
Trade, Hotels, Transport, Communication & Broadcasting	7.2	6.0	-19.7	13.8	12.0	6.4
Financial, Real Estate & Professional Services	7.0	6.8	2.1	4.7	9.1	8.4
Public Administration, Defence and Other Services	7.5	6.6	-7.6	9.7	8.9	7.8
GVA at Basic Price	**5.8**	**3.9**	**-4.2**	**8.8**	**6.7**	**7.2**

Note: FRE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

1.2.3 Investment Trend in Infrastructure

Gross Fixed Capital Formation (GFCF), which is a measure of the net increase in physical assets, witnessed an improvement in FY22. As a proportion of GDP, it is estimated to be at 33.4%, which is the highest level in 5 years (since FY17). In FY23, the ratio of investment (GFCF) to GDP remained flat at 33.3%. Continuing in its growth trend, this ratio has reached 33.5% in FY24.

Chart 2: Gross Fixed Capital Formation (GFCF) as % of GDP (At constant prices):



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate, FAE-First Advance Estimate; Source: MOSPI

Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

1.2.4 Industrial Growth

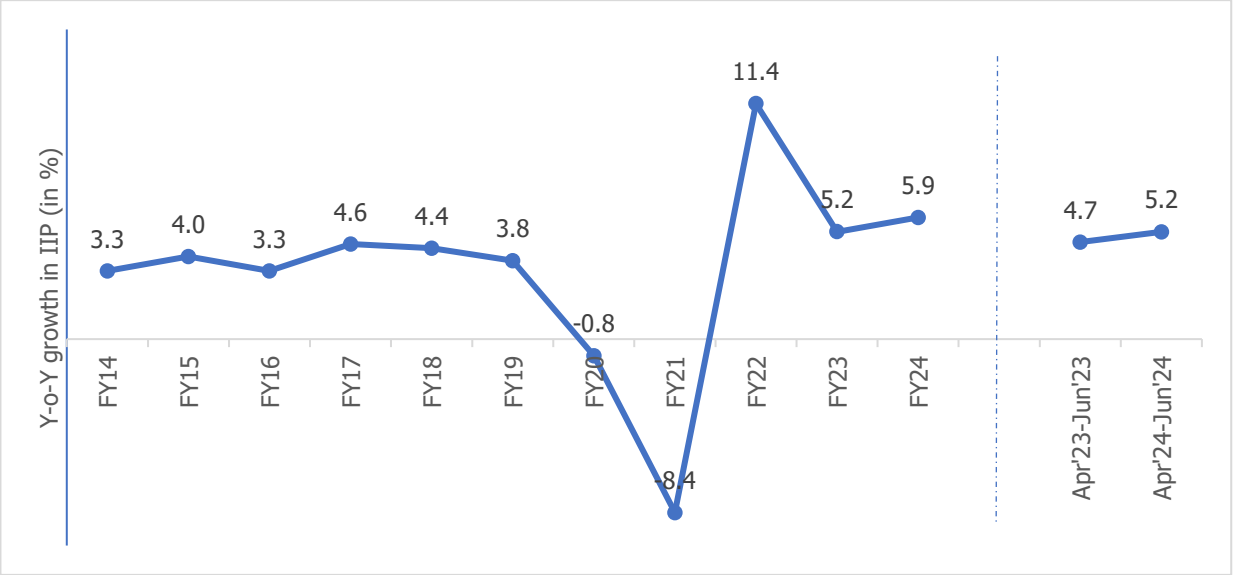
Improved Core and Capital Goods Sectors helped IIP Growth Momentum

The Index of Industrial Production (IIP) is an index to track manufacturing activity in an economy. On a cumulative basis, IIP grew by 11.4% y-o-y in FY22 post declining by 0.8% y-o-y and 8.4% y-o-y, respectively, in FY20 and FY21. This high growth was mainly backed by a low base of FY21. FY22 IIP was higher when compared with the pre-pandemic level of FY20, indicating that while economic recovery was underway. During FY23, the industrial output recorded a growth of 5.2% y-o-y supported by a favorable base and a rebound in economic activities.

During FY24, the industrial output recorded a growth of 5.9% y-o-y supported by growth in manufacturing and power generation sectors. The period April 2024 – June 2024, industrial output grew by 5.2% compared to the 4.7% growth in the corresponding period last year. For the month of June 2024, the IIP growth increased to 4.2% compared to the last year's 4.0%, on account of growth in mining. The manufacturing sector showed a decline in June 2024 from 3.5% in June 2023 to 2.6% in June 2024. Within the growth in manufacturing, the top three positive contributors were Manufacture of basic metals, Manufacture of electrical equipment, and Manufacture of motor vehicles, trailers, and semi-trailers.

So far in the current fiscal, the government's spending on infrastructure has been strong, and there are visible signs of pick up in private investment. Consumer durables production increased due to favorable conditions, while non-durables saw a slight decline. Urban demand is driving consumption, while rural demand is recovering. Good monsoon forecasts are positive, but high unemployment and food inflation pose challenges. Infrastructure/construction output is growing well due to government spending. Private investment and manufacturing capacity utilization are increasing, supporting hopes for private sector growth. Good monsoon could boost rural demand, but food inflation remains a concern. Overall, sustained improvements in consumption and private investment are crucial for industrial performance.

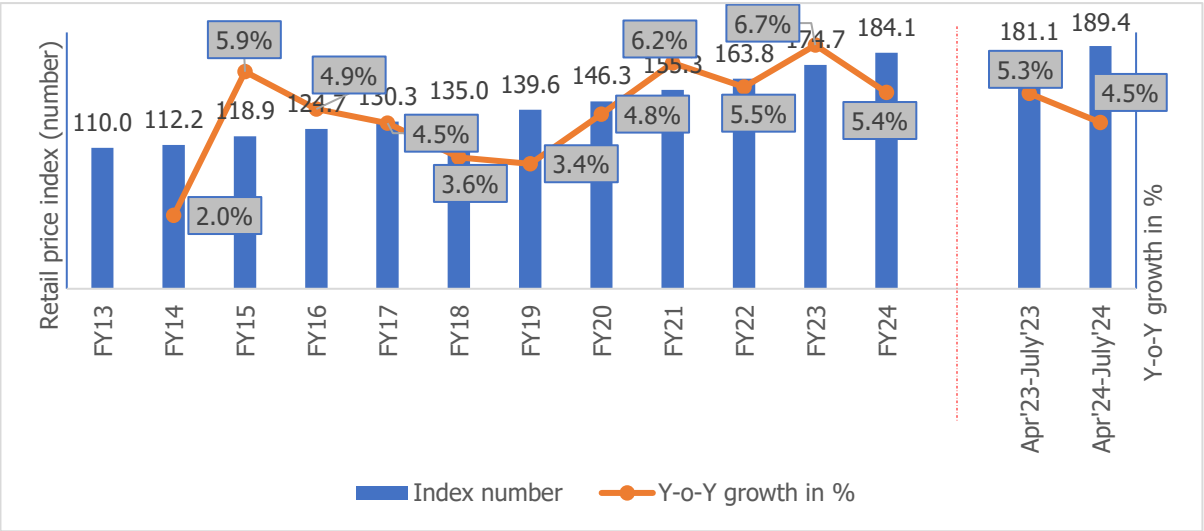
Chart 3: Y-o-Y growth in IIP (in %)



Source: MOSPI

1.2.5 Consumer Price Index

India's consumer price index (CPI), which tracks retail price inflation, stood at an average of 5.5% in FY22 which was within RBI's targeted tolerance band of 6%. However, consumer inflation started to upswing from October 2021 onwards and reached a tolerance level of 6% in January 2022. Following this, CPI reached 6.9% in March 2022.



CPI remained elevated at an average of 6.7% in FY23, above the RBI's tolerance level. However, there was some respite toward the end of the fiscal wherein the retail inflation stood at 5.7% in March 2023, tracing back to the RBI's tolerance band. Apart from a favorable base effect, the relief in retail inflation came from a moderation in food inflation.

In FY24, the CPI moderated for two consecutive months to 4.7% in April 2023 and 4.3% in May 2023. This trend snapped in June 2023 with CPI rising to 4.9%. In July 2023, the CPI had reached its highest point at 7.4%, this was largely due to increase in food prices. The notable surge in vegetable prices and in other food categories such as cereals, pulses, spices, and milk have driven this increase. In August 2023, the food inflation witnessed some moderation owing to government's active intervention. This was further moderated for second consecutive month in September 2023 to 5%, led by a sharp correction in vegetables prices and lower LPG prices. Helped by deflation in the fuel and light category, the retail inflation in October 2023 softened at 4.9%. This trend reversed in November 2023 due to spike in certain vegetable prices as well as sticky inflation in non-perishable food items such as cereals, pulses and spices and the CPI rose to 5.6%. In the month of December 2023, elevated food prices and an unfavourable base drove headline inflation to a four-month peak of 5.7%. However in the month of January and February, food prices softened and the inflation was reported at 5.1% for both the months. March witnessed furthur softning of prices registering 4.9% growth. For FY24 inflation moderated to 5.4% which are within the boundaries set of 2% to 6% by the RBI.

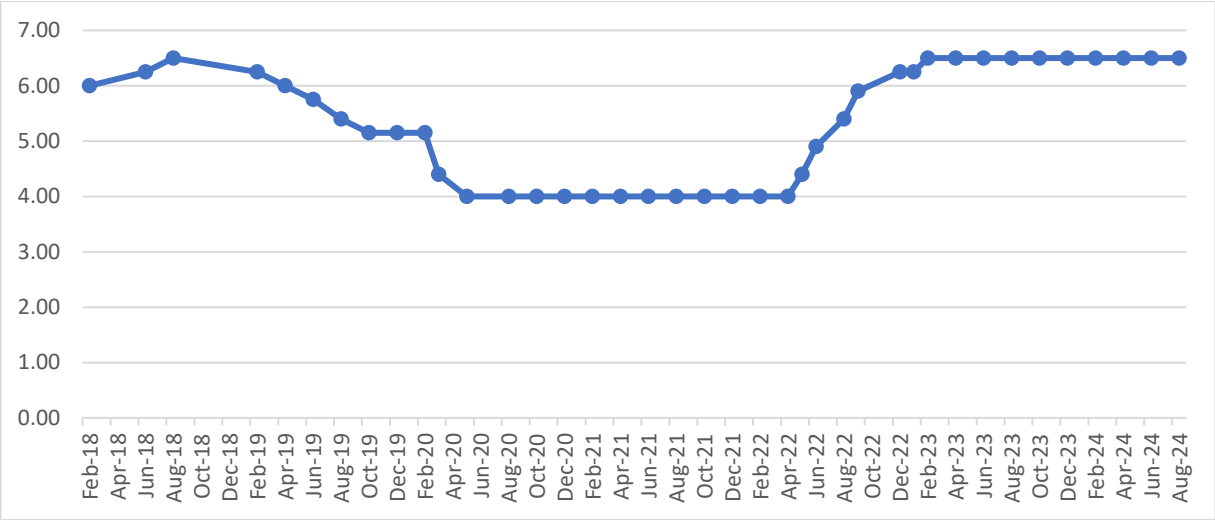
High inflation in specific food items poses inflation risk, even though an improvement in south-west monsoon and progress in sowing are improving the food inflation outlook. This makes it crucial to monitor monsoon distribution. Additionally, global food prices also show some softening in July, post increases in March 2024. While government initiatives are expected to mitigate upward price pressure, external risks from geopolitical tensions may affect supply chains and commodity prices. The numbers for April 2024-July 2024 show a decline in inflation growth y-o-y to 4.5% as compared to inflation growth y-o-y of 5.3% in April 2023-July 2023 period. For July 2024, CPI inflation stood at 3.5% which has been the lowest retail inflation in the last 5 years. There was a decline in inflation among all groups with significant decline in vegetables, spices, and fruits subgroup. Additionally, food inflation was also at the lowest in this month since June 2023.

Chart 4: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)

Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetory policy. At the bi-monthly meeting held in August 2024, RBI projected inflation at 4.5% for FY25 with inflation during Q2FY25 at 4.4%, Q3FY25 at 4.7%, Q4FY25 at 4.3%, and Q1FY26 at 4.4%.
Considering the current inflation situation, RBI has kept the repo rate unchanged at 6.5% again in the August 2024 meeting of the Monetary Policy Committee.

Chart 5: RBI historical Repo Rate



Source: RBI

In a meeting held in August 2024, RBI also maintained the liquidity adjustment facility (LAF) corridor by adjusting the standing deposit facility (SDF) rate of 6.25% as the floor and the marginal standing facility (MSF) at the upper end of the band at 6.75%.

Further, the central bank continued to remain focused on the withdrawal of its accommodative stance. While headline inflation has started easing due to softening in core component and economic activity has been resilient supported by domestic and investment demand, volatility in food proces due to adverse weather conditions pose a risk to the path of disinflation. Given the uncertainities in food prices that might derail the path to bring down inflation, the Central Bank has decided to be vigilant and maintain an active disinflationary stance to ensure complete transmission of past rate cuts and anchoring of inflation expectations until a better alignment of the headline CPI inflation with the target is achieved, while supporting growth.

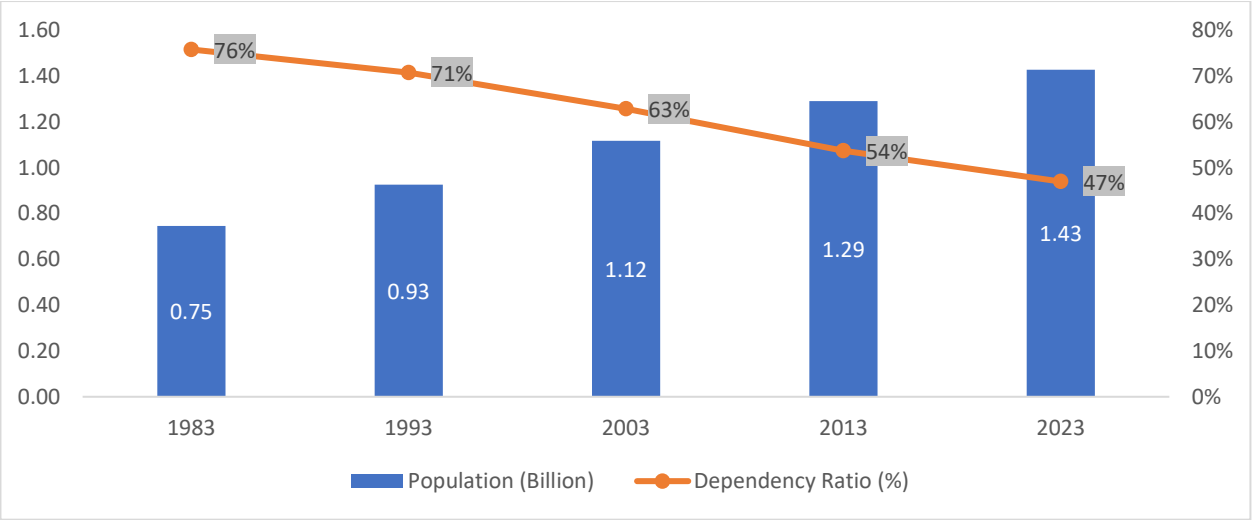
1.2.6 Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India's population in 2022 surpassed 1.42 billion slightly higher than China's population 1.41 billion and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1983, which has reduced to 47% in 2023. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy.

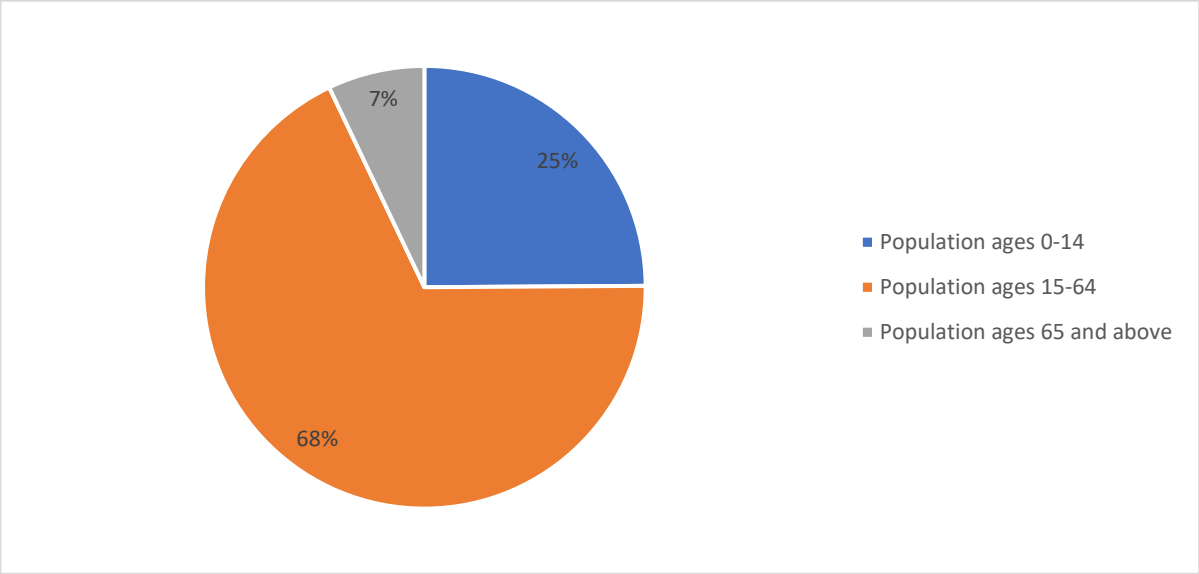
Chart 6: Trend of India Population vis-à-vis dependency ratio



Source: World Bank Database

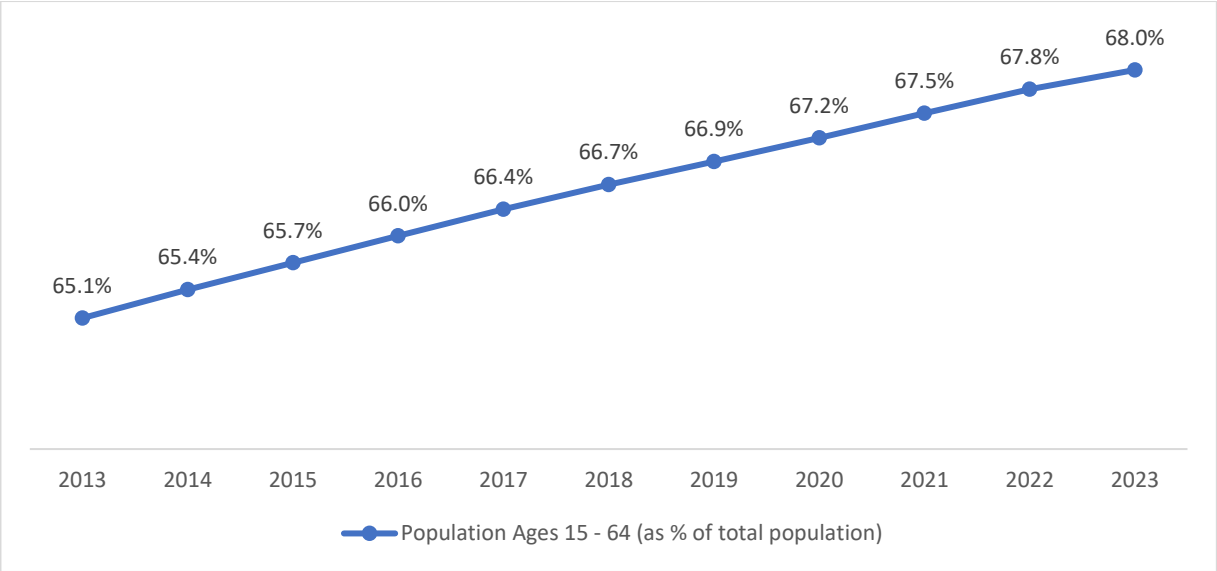
With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a 'demographic dividend'. India is home to a fifth of the world's youth demographic and this population advantage will play a critical role in economic growth.

Chart 7: Age-Wise Break Up of Indian population



Source: World Bank Database

Chart 8: Yearly Trend - Young Population as % of Total Population

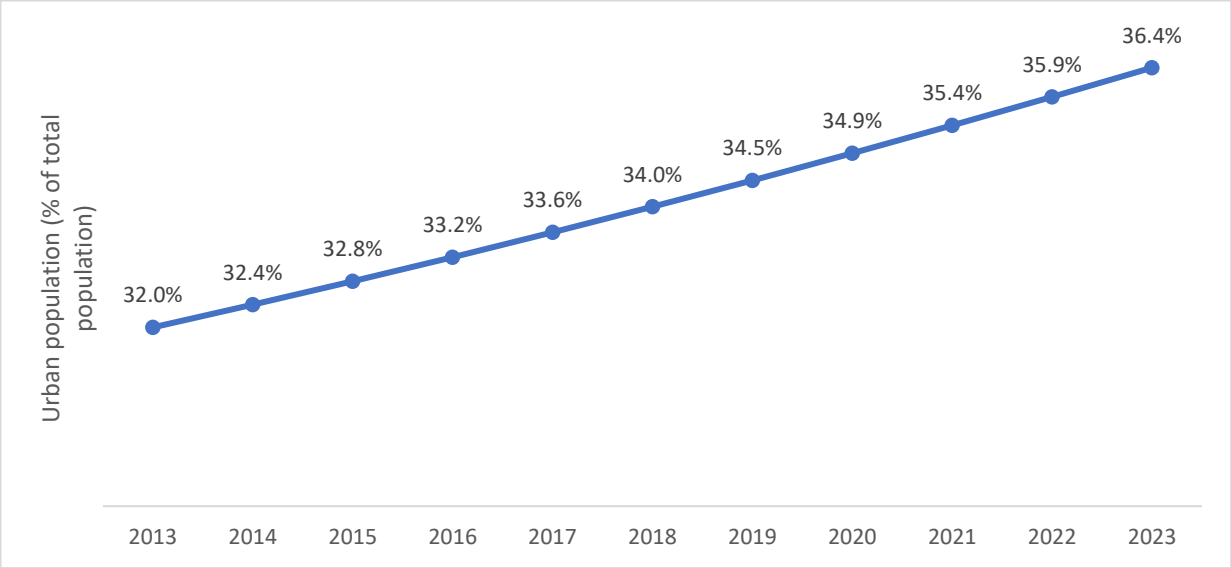


Source: World Bank database

- **Urbanization**

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in 2013 to 519.5 million (36.4% of total population) in the year 2023. People living in Tier-2 and Tier-3 cities have greater purchasing power.

Chart 9: Urbanization Trend in India



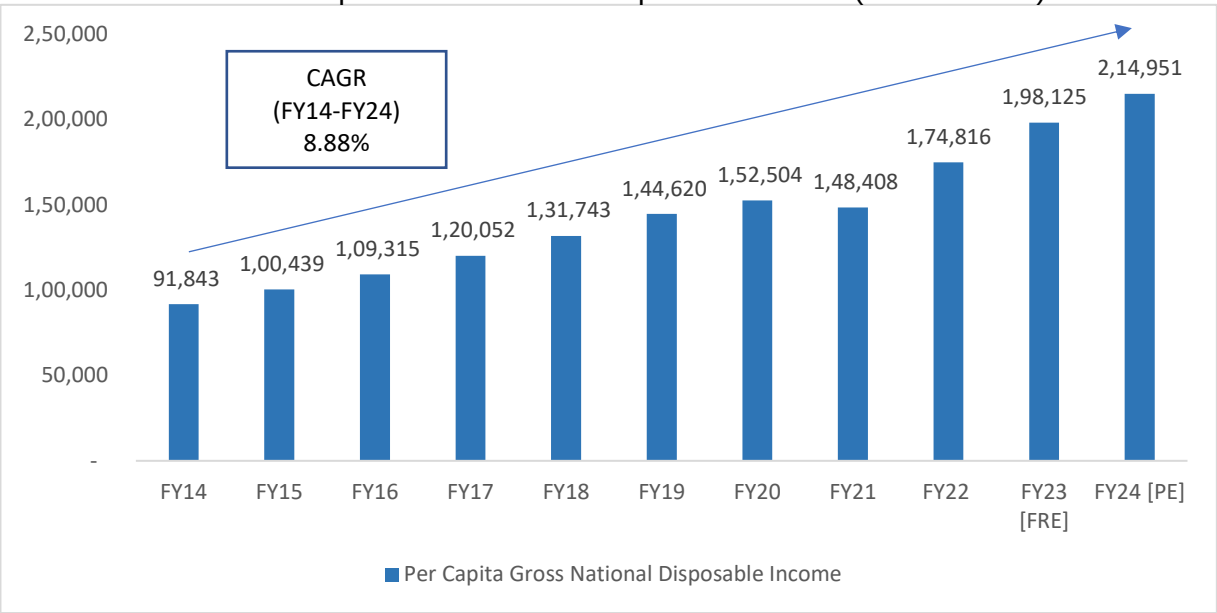
Source: World Bank Database

- **Increasing Per Capita Disposable Income**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.88%. More disposable income drives more consumption, thereby driving economic growth.

The chart below depicts the trend of per capita GNDI in the past decade:

Chart 10: Trend of Per Capita Gross National Disposable Income (Current Price)



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

- **Increase in Consumer Spending**

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth in the past decade at a CAGR of 9.46%. Following chart depicts the trend of per capita PFCE at current prices:

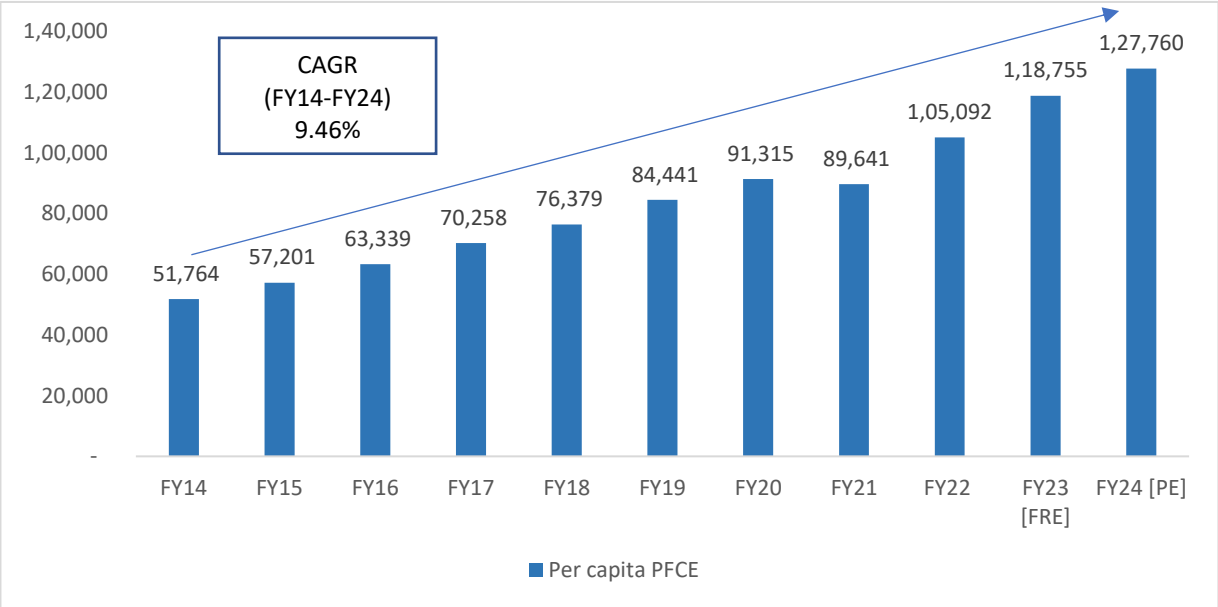


Chart 11: Trend of Per Capita Private Final Consumption Expenditure (Current Price)

Source: MOSPI

1.2.7 Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, high interest rates, inflation woes, volatility in international financial

markets, climate change, rising public debt, and new technologies. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. According to IMF's forecast, it is expected to be 7% in CY24 compared to the world GDP growth projection of 3.2%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, investments in technology and improving business confidence. Likewise, several high-frequency growth indicators including the purchasing managers index, E-way bills, bank credit, toll collections and GST collections have shown improvement in FY24. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

The India Meteorological Department (IMD) has made a significant forecast, predicting "above normal" rainfall for the upcoming monsoon season, marking the first time in a decade that such an optimistic outlook has been declared at the initial stage. This forecast, coupled with an anticipated eight-year-high rainfall, offers promising prospects for the agrarian economy and inflation. The expected development of La Nina conditions in the second half of the year (August-September)further adds to the positive outlook. La Nina is a climate patter that tends to enhance rainfall activity. IMD's more optimistic prediction is expected to bolster agricultural growth and incomes, while also potentially alleviating stubborn food inflation pressures.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.11 lakh crores for FY25. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

2 Digital Media Industry

2.1 Overview of the Media and Entertainment Industry

Traditionally the Media and Entertainment (M&E) industry has been a creative industry following technology innovations and market expectations. By its inherent nature, the industry is extremely dependent on markets, cultures, languages, and consumer segments. Also, M&E is unique as it appeals to customers on psychological, emotional, and aspirational levels, making quality and acceptance very subjective to each individual. Besides, there has been content that has transcended the language barrier and worked across segments globally.

Further, the M&E industry has multiple segments that combine into one vertical. These include movies/cinema, television, music, publishing, radio, internet, advertising, and gaming. Furthermore, trends and drivers differ across sub-categories, countries, and consumer segments for each of the segments. This makes the vertical unique, since these sub-verticals compete, complement, and combine to fulfil the ever-increasing demand for entertainment and information globally. Additionally, the Media and Entertainment (M&E) industry depends on multiple external factors/technology advancements, which include digitization, wireless gadgets, mobile phones, devices, internet access speeds, cloud storage, consumer analytics, and social media among others.

Furthermore, the Indian Media and Entertainment (M&E) sector includes ten segments – television, print, filmed entertainment, digital media (including OTT), animation & VFX, live events, online gaming, Out of Home (OOH) media, radio, and music. Of these, the top three industries, television, print, and digital media cumulatively are major contributors to the total revenues of the M&E sector with television having the largest share. Television broadcasting, with the highest share in advertisement spending, has benefitted from investments in new technology and significant audience traction across all verticals.

Broadly, the Media and Entertainment (M&E) industry is estimated to be valued at USD 30 billion in 2022, which is further forecasted to reach USD 50-70 billion by 2030. In present times, digital media is being increasingly preferred as an alternative advertisement medium due to its higher

appeal among the younger generation. In the coming years, the share of digital media is expected to grow with the gradually declining television media.

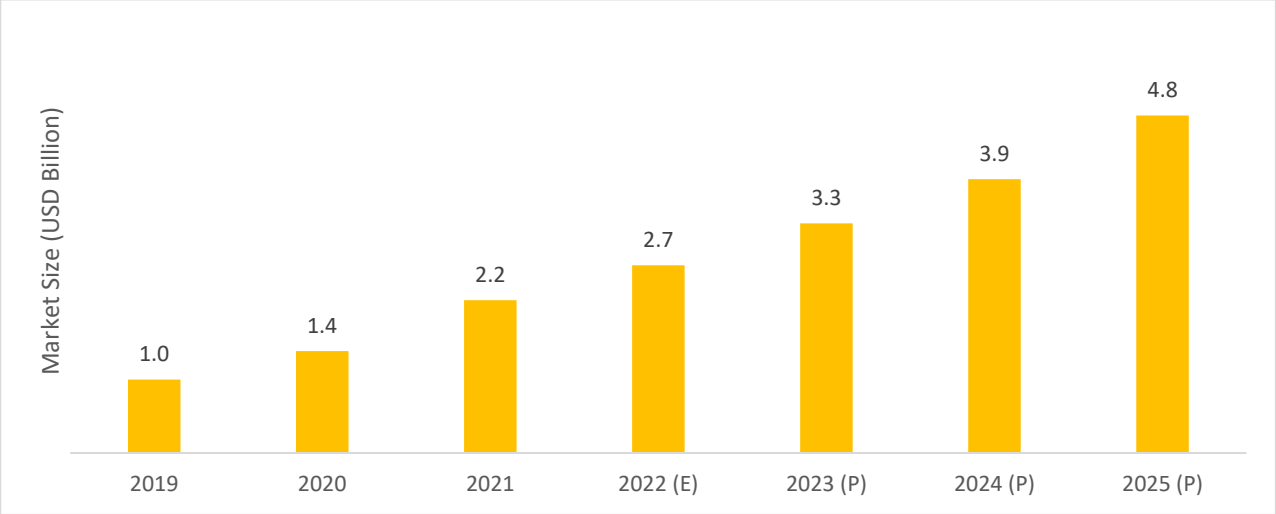
2.2 Overview of OTT

OTT or over-the-top refers to television and film content that can be viewed using an internet connection instead of a satellite service or cable connection. This can be paid access or free of cost wherein users can watch movies, series, TV shows, and more content of their choice. The OTT technology has facilitated a plethora of options for people to watch their favourite content on numerous devices like smart TVs, mobiles, computers, tablets, and more. The platforms catered to diverse audience preferences by offering content in multiple languages. These include Hindi, English, Marathi, Tamil, and regional languages.

Further, OTT platforms in India have employed various monetization models, including subscription-based services, freemium models, and advertising-supported content. There are several international and domestic OTT platforms currently operational in India which include Netflix, Amazon Prime Video, Disney+ Hotstar, Zee5, Voot, SonyLIV, and others.

Moreover, the competition among these platforms is leading to increased investments in original content production to attract subscribers. The platforms are heavily investing in creating exclusive & high-quality web series and movies to differentiate themselves in the market. At the same time, the Indian audience has shown a growing interest in consuming content that reflects their cultural context, leading to an increase in regional and vernacular content production.

Chart 12: Indian OTT Market Trend



Note: E-Estimated, P-Projected; Source: CareEdge Research

The Indian OTT market was estimated to be valued at USD 3.3 billion in 2023, which is expected to reach USD 4.8 billion by 2025. The Digital Media and Over the Top (OTT) industry has been witnessing rapid growth, given the internet penetration, affordable data plans, and the widespread adoption of smartphones. Whereas the growing young & tech-savvy population has led to a surge in demand for online streaming services.

Moreover, bundled services and promotional offers are common in the industry, for which OTT platforms partner and collaborate with telecom operators and other service providers to enhance user acquisition and retention. More importantly, the regulatory environment in India is evolving to support the OTT industry growth. There are discussions around content censorship, certification, and user data privacy.

2.3 Overview of SVOD and AVOD

The introduction of the internet has significantly changed how we interact and engage. At present, the way we engage with video content has evolved. New innovative online services like

YouTube along with Netflix, Amazon Video, and many more have been made possible by the capacity to deliver content over wired and wireless telecom networks.
However, technology has also altered the way we consume material. The days of waiting for an episode to air are far behind us. There is a plethora of shows that are available online and can be downloaded anytime, anywhere. This is called 'Video on Demand' (VOD), which literally translates to watching the video one wants.
There are different models under the Video on Demand (VOD) models - Subscription Video On Demand (SVOD) and Advertising Video On Demand (SVOD). These models are used by the platforms to deliver and monetize their content.

1.3.1 Subscription Video on Demand (SVOD)

The phrase "subscription video on demand," or "SVOD," refers to digital streaming services that are membership-based. A recurring charge is required for users to access premium videos that are free of commercials under the SVOD model.
SVOD platforms are the "original" over-the-top (OTT) offerings that let the users skip traditional cable or satellite TV with Ad-free viewing, original content, and a vast library of media that is always expanding.
The model has gained popularity because of the efforts of Netflix, Amazon Prime Video, and Disney+ as they provide users with Ad-free viewing, personalized suggestions, and access to exclusive content.
Since SVODs rely on a devoted subscriber base to make money, they make significant investments in creating original content to keep users interested.
Characteristics:

- On-demand access to the content: SVOD service providers keep an extensive library of material that includes films, TV shows, documentaries, original content, and more. During the period of their subscription, users can access this content whenever and whenever often they like.

- Subscription fee-based: SVOD platforms typically offer subscription plans with different prices and features. Plans may vary based on factors such as video quality (HD or Ultra HD), number of streams, and whether the subscription includes family sharing. Subscribers pay a recurring charge, which might be annual or monthly.

- Originally Produced Content: A number of SVOD platforms invest heavily in creating original content, including exclusive series, movies, and documentaries. The exclusive content helps them attract significant subscribers.

- Ad-free: One of the key differentiating factors of SVOD is the absence or minimal presence of advertisements during content playback.

1.3.2 Advertising Video on Demand (AVOD)

AVOD stands for Advertising Video on Demand. It is a type of video on demand (video on demand) streaming technology similar to SVOD used to monetize video content online. AVOD is primarily used by free Ad-supported video streaming services, such as Hulu and YouTube, which are known as AVOD platforms.
A Video on Demand (AVOD) or Ad-based revenue service is one in which consumers must watch advertisements to access the free videos they wish to watch. The users do not have to pay subscription fees to watch the content but have to watch the advertisements before, after or during the video.
AVOD model is based on generating income from advertising. It is a very common monetization platform that can reach a wide audience and offer a variety of content ranging from TV shows, music, educational content or sports.
Characteristics:

- On-demand content but with advertisements: The AVOD platforms allow users to watch content without paying a subscription fee. However, users have to put up with occasional interruptions in the form of advertisements during their viewing experience.

- A mix of original with licensed content: AVOD platforms can offer a combination of licensed content and original content produced or commissioned by the platform. The platform's aim is to attract a wide audience with diverse content.

- Advertisements are the main revenue source: The main source of revenue for the AVOD platforms is advertising. The advertisers have to pay the platform to display their Ads. This revenue from Ads helps the platform to offset the cost of acquiring and delivering content.

- Use of different types of advertisement formats: The AVOD platforms use a variety of advertising formats, which include pre-roll Ads (before the content starts), mid-roll Ads (during content playback), and post-roll Ads (after content completion). The length and frequency of these Ads can vary.

Many online streaming platforms offer a combination of these services. Generally, the original content is available on a subscription basis and the licensed or old seasons are available on the AVOD model.

1.4 Overview of Content Production

Content production is the process of producing different types of material as per the target audience. A vast variety of material such as articles, blogs, podcasts, films, photos, infographics, etc., is a part of this category. In many businesses, content creation is essential for marketing, communication, and information broadcasting.

The process of creating content is dynamic and continuing. It becomes relevant for digital marketing, education, entertainment, developing brands, and many other areas where good communication is essential.

Today, creating interesting, pertinent, and useful content that draws in and holds the interest of a target audience is the aim of content production.

The content production usually consists of the following steps:

1. Pre-production
2. Production
3. Post-production

Content Production for OTT:

The term "Over-The-Top," or "OTT," is the delivery of content over the Internet instead of traditional broadcast television or cable systems. Content production for over-the-top (OTT) platforms includes producing and distributing digital material to users directly over the Internet.

A wide range of content is produced in the form of:

- Digital content
- Movies
- Series/Shows

Trends in OTT Content Produced:

The OTT platform has content in the form of series or shows, movies, and documentaries. The original and exclusive content often sets OTT platforms apart from traditional broadcasting, giving viewers a wide range of options to explore based on their interests and preferences. Whereas the variety of content on OTT platforms shows the evolving tastes and habits of digital consumers.

Further, the content produced for OTT platforms has witnessed exponential growth over the past few years. Additionally, the number of hours of content produced for OTT has increased significantly over the last 5 years. For instance, in 2019, the content produced totalled 2000 hours. The estimated content produced for number of hours for 2023 is 3,200 hours.

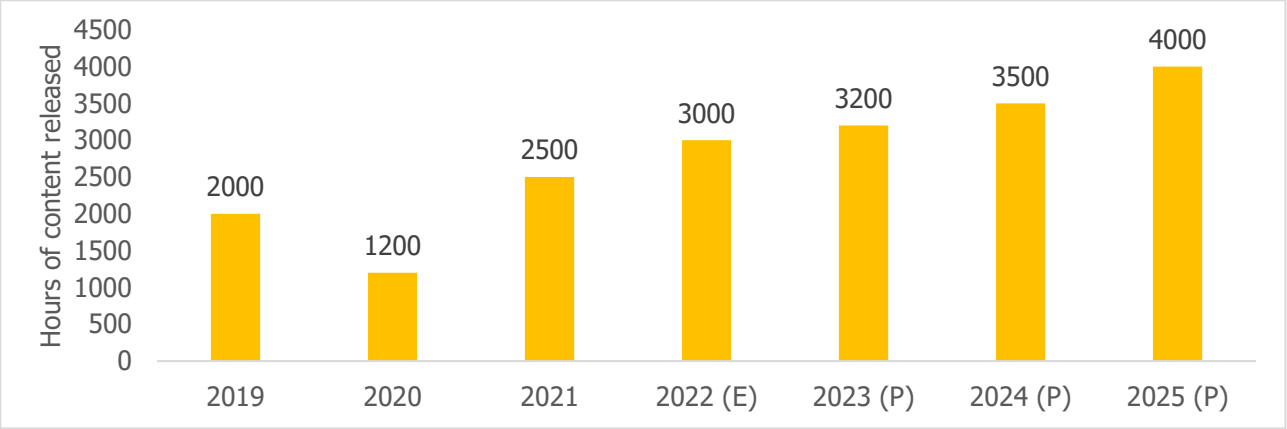


Chart 13: Trends in OTT Content Produced
Source: CareEdge Research

Whereas in 2020 COVID-19 hindered content production. However, a strong growth of 108% was recorded in 2021 wherein the content produced reached 2500 hours. COVID-19 increased the consumption of media as people were confined at home. It spurred the demand for exclusive content that led many OTT platforms to produce original movies and series.

Going forward, the OTT platform is expected to increase the number of hours of content it produces with the increasing number of users. Additionally, the rising number of affordable electronic items like laptops and mobile phones will attract more people towards the OTT platforms in future. By 2025, the content produced for OTT is expected to reach 4000 hours.

Furthermore, the increasing flexibility in watching the content, the diversity, increasing affordability, and multi-lingual content will further boost the demand for the original OTT content.

Trends in OTT platform:

- Short content: The short-form material has grown in popularity which includes web series and mini-episodes. This trend is gaining traction with the changing preferences of consumers who only wish to watch easily consumable short content.

- More releases on OTT platforms: There has been a change in the OTT platform content in the last 2 years. Due to COVID-19, there have been movie releases on the digital platform than theatrical releases.

- Niche content: There has been an increase in the niche or specialty content on the OTT platforms due to the rising demand for such content.

- Availability of global content: The OTT platforms are roping in international celebrity and creators, making multilingual content that appeals to the global audience.

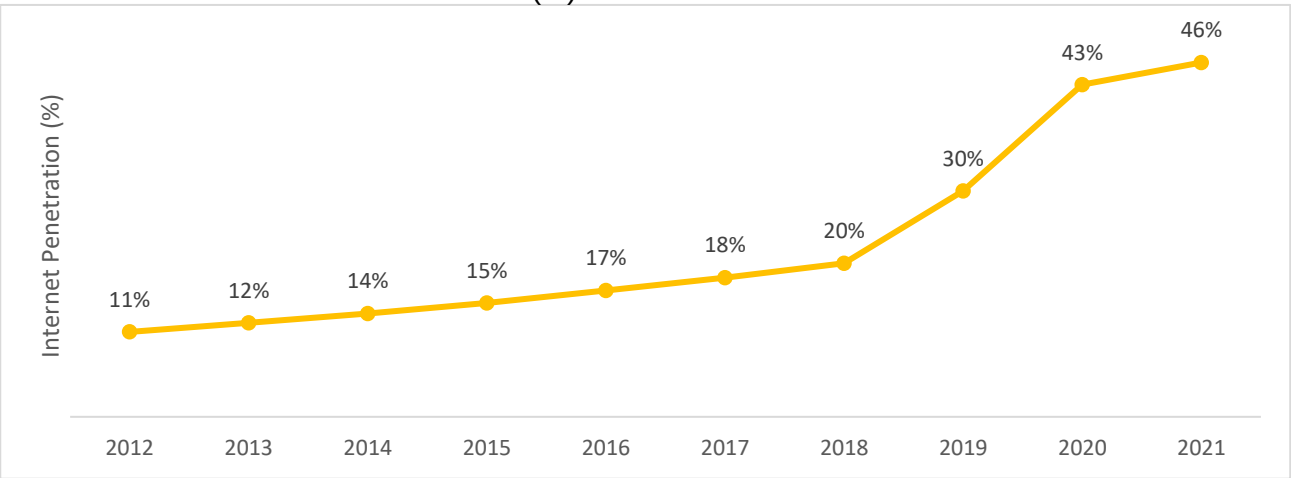
- Evolving strategies in the OTT segment: Content publishing strategies are evolving and platforms are experimenting with adaptive models, including releases in a weekly format or releasing over a period of time to maintain an audience.

1.5 Key Growth Drivers and Challenges

The digital media industry in India has been experiencing substantial growth, driven by various factors. Some of these key factors are:

- **Increasing Internet Penetration**

The growing accessibility of the internet, especially in urban and rural areas, has played a significant role in the expansion of the digital media industry. The increasing smartphone penetration and affordable data plans have facilitated widespread internet usage.
The chart below depicts the trend of internet penetration in India:
Chart 14: Internet Penetration Trend (%)



Source: World Bank

Furthermore, telecom operators offer affordable and high-speed data plans, which contribute to increased internet usage. Affordable data rates make it easier for users to stream videos, access social media, and consume other digital content. This bodes well for the digital media industry growth.

- **Digitalized Communities and Social Engagement**

The growth of digital media is closely tied to the emergence of digitalized communities and increased social engagement on online platforms. Digital media platforms allow for real-time engagement, enabling users to interact with content instantly. Live streaming, comments, likes, and shares contribute to a sense of community and enhance the overall user experience.
Furthermore, online platforms provide spaces for like-minded individuals to connect, share interests, and build communities. This sense of community fosters continuous engagement and contributes to the growth of digital media through shared content and discussions.

- **Evolving Media and Marketing Content**

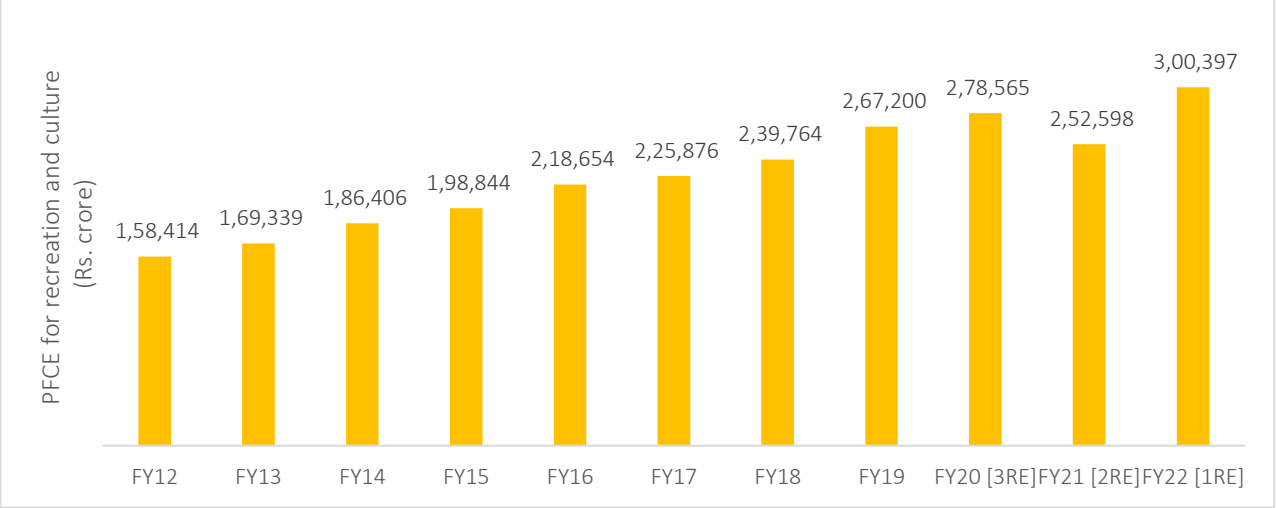
The digital media industry has been significantly influenced by the evolving nature of media and marketing content. Digital media platforms leverage data analytics and artificial intelligence to personalize content based on user preferences and behaviour.
Moreover, there have been significant changes in distribution channels and marketing strategies. The industry is increasingly using social media platforms, influencer marketing, and online promotions to reach consumers, leading to digital media industry growth.

- **Growing OTT Market**

The proliferation of OTT platforms has transformed the entertainment landscape. Platforms like Netflix, Amazon Prime Video, Disney+ Hotstar, and others have gained popularity, offering a diverse range of content, including movies, web series, and original productions. The trend of creating and consuming original content has become a major growth driver. OTT platforms, in particular, invest heavily in producing high-quality and exclusive content, attracting subscribers and viewers.
Moreover, the demand for content in regional languages has increased. Platforms that cater to regional and vernacular content have seen growth, reflecting the diverse linguistic and cultural landscape of India.

- **Rising Consumer Spending**

With the growth of the Indian economy, consumer spending on media and entertainment has also increased. This trend is estimated to continue in the coming years, fueled by increasing disposable incomes and changing lifestyles. PFCE, which is an economic indicator of consumer spending, denotes increased spending towards recreation and culture in the past decade.
The chart below depicts the spending trend:
Chart 15: Consumer Spending on Recreation and Culture



Source: MOSPI

- **Government Support**

The government has also been supporting the media & entertainment (M&E) industry through various initiatives and policies. The FDI policy involves a 100% limit. Government initiatives such as the Digital India campaign, have aimed to promote digital literacy and increase internet access across the country. These initiatives have indirectly contributed to the growth of the digital media industry.

Challenges

The digital media industry, while experiencing significant growth and innovation, also faces several challenges.
Some of the main challenges are:

- **Content Moderation and Censorship**

Balancing the need for content moderation to address issues like fake news, hate speech, and inappropriate content while avoiding censorship is a delicate challenge. Platforms need to navigate these issues carefully to maintain a balance between freedom of expression and responsible content governance.
Whereas the rapid spread of fake news and misinformation on digital platforms is a major concern too. Addressing this challenge requires robust fact-checking mechanisms, content verification tools, and collaboration with relevant authorities.

- **Digital Inequality**

Digital inequality poses several challenges for the digital media landscape. The affordability of internet access and digital devices can be a barrier to media consumption for economically disadvantaged individuals or communities. This limits their ability to subscribe to streaming services, access online news subscriptions, or participate in other digital media activities. Addressing such digital inequality is crucial for creating a more inclusive digital media landscape. Moreover, initiatives that focus on improving digital access, promoting digital literacy, and addressing affordability issues can help bridge the gap.

- **Language Diversity and Cultural Sensitivity**

India is a linguistically diverse country with a multitude of languages spoken. Digital media platforms face the challenge of catering to this diversity, including the need for content in various regional languages to effectively reach different audiences. However, India's cultural diversity

requires digital media platforms to be sensitive to cultural nuances and diverse perspectives. Therefore, content creators need to strike a balance between cultural representation and avoiding cultural insensitivity.

- **Changing Consumer Behavior**

The shifts in consumer behaviour, such as the rise of mobile content consumption and the preference for short-form content on social media, nudge the digital media industry to continuously adapt its content strategies. Meeting changing consumer expectations is thus crucial for staying relevant. Such rapid changes in consumer behaviour, including preferences for certain types of content and platforms, require digital media organizations to stay agile and responsive to shifting trends.

- **Data and Privacy Concerns**

Data privacy concerns are becoming more prominent globally with India being no exception. Platforms need to address user concerns about data security and privacy. Adhering to privacy regulations while still effectively leveraging user data for personalized experiences poses a delicate balance for the digital media industry.

1.6 Government Policies on Digital Media

Regulation of Digital Media

The Central Government has implemented the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 under the Ministry of Electronics and IT, in the exercise of powers conferred by the Information Technology Act, 2000 to help achieve the aim of making the Internet Open, Safe and Trusted and Accountable and to regulate the intermediaries including social media intermediaries. These rules cast specific obligations on intermediaries to observe diligence as well as provide that if they fail to observe such diligence, they shall no longer be exempt from their liability under law for third-party information or data or communication links hosted by them. The diligence includes the following:

(i) To inform the said rules their users make reasonable efforts to cause the users not to host, display, upload, modify, publish, transmit, store, update or share, among others, information, including information published by digital media on the intermediary platform or such information shared on it by other users which threaten the unity, integrity, defence, security or sovereignty of India or public order, or prevent investigation, or violates any law

(ii) To not host, store or publish any information, including information published by digital media on the intermediary platform or such information shared on it by other users, which is unlawful, prohibited by law in relation to India's sovereignty and integrity, security of the State, public order, contempt of court etc. upon receiving actual knowledge in the form of an order by a court or being notified by the government under the provisions of the IT Act

(iii) Upon receipt of an order from a lawfully authorised government agency, to provide information or assistance for prevention, detection, investigation or prosecution under law, or for cyber security incidents

(iv) To have in place a grievance redressal machinery and resolve complaints of violation of the rules within 72 hours of being reported

(v) In case an intermediary is a significant social media intermediary (i.e., an intermediary having more than 50 lakh registered users in India), to additionally observe diligence in terms of appointing a Chief Compliance Officer, a nodal contact person for 24x7 coordination with law enforcement agencies and a Resident Grievance Officer, publishing monthly compliance reports, etc.

However, there is no proposal to enact a separate law to regulate digital media that is currently under consideration by the government.

Digital Advertisement Policy, 2023

The Ministry of Information and Broadcasting has approved the comprehensive Digital Advertisement Policy, 2023 to empower and enable the Central Bureau of Communication (CBC), which is responsible for creating awareness and disseminating information about various

government schemes, programs, and policies in India, to undertake the campaigns in the digital media space. In recent years, the way audiences consume media has witnessed a significant shift toward the digital space and the large subscriber base in the digital universe coupled with technology-enabled messaging options through digital advertisements that facilitate effective delivery of citizen-centric messages in a targeted manner which results in cost efficiencies in public-oriented campaigns.

Therefore, this policy framework will pave the way for wider government outreach in the digital era space.

Advertisement rates and Transparency:

The policy introduces competitive bidding for rate discovery in order to ensure transparency and efficiency. The rates discovered through this process will remain valid for three years.

OTT Platforms Engagement:

The policy will enable CBC to empanel agencies and the organisations in the OTT and Video on Demand Space and it will be able to leverage the growing number of listeners to Podcasts and Digital Audio platforms through the empanelment of digital audio platforms. Apart from rationalising its process of empanelling internet websites, CBC will also be able to channel its public service campaign messages through mobile applications as well. The policy further streamlines the process of assisting CBC to place advertisements for government clients on social media platforms as these platforms have become the popular channels of public conversations empowering CBC to empanel digital media agencies to enhance its outreach through various platforms.

Expansion to Digital Platforms:

The Central Bureau of Communication (CBC) can advertise on social media, OTT platforms, digital audio platforms, mobile applications and websites. It also mandates that the websites, OTT platforms, mobile applications and digital audio platforms need to be at least a year old to be eligible to apply under the scheme.

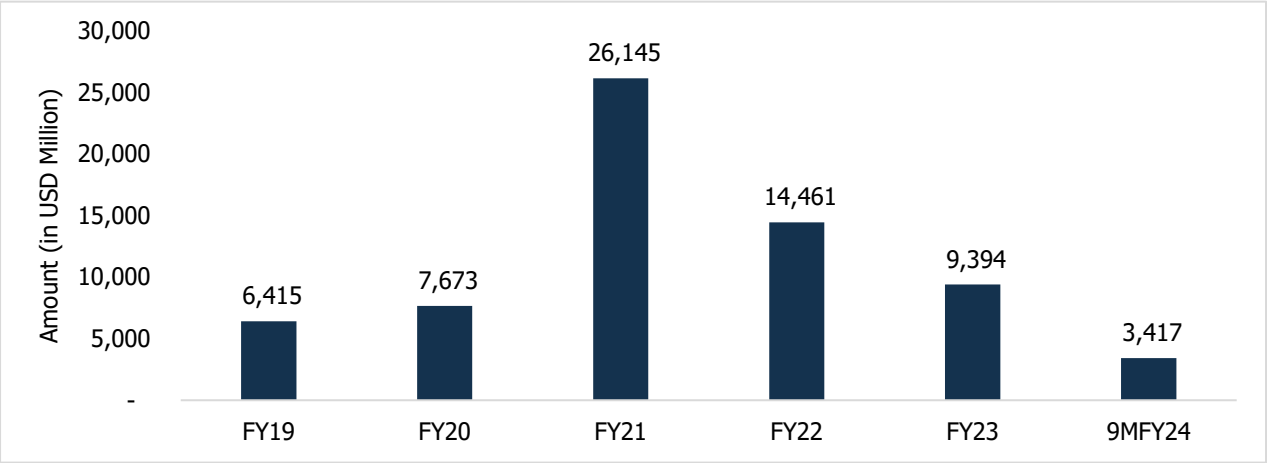
Recently, the Ministry of Electronics and Information Technology announced the Intermediary Guidelines and Digital Media Ethics Code Amendment Rules, 2023 in India on April 6th, 2023 where new rules aim to regulate the social media, over-the-top (OTT) platforms and digital news media. The new rule requires social media intermediaries to appoint a Chief Compliance Officer, a Nodal Contact Person and a Resident Grievance Officer in India where these individuals must be residents of the country and should be responsible for addressing user complaints, taking down objectionable content and ensuring compliance with the new rules. A mechanism for redressal of grievances that's easily accessible to users must also be established.

2 IT & ITES

Information Technology and Information Technology Services (IT/ITES) industry plays a key role by contributing in positioning the country as a preferred investment destination for global investors. The industry also creates large scale employment and generates significant export revenues. Emerging technologies and rise in demand for collaborative applications, application platforms, security software, system & service management software, and content workflow & management applications now offers an entire gamut of opportunities for top IT firms in India through cost-effectiveness, speedy deliveries, high reliability, great quality. Increasing digitisation and rise in demand for emerging technologies like 5G, Advanced Data Analytics, Artificial Intelligence, Cloud Computing, Cyber-Security, Robotics and Blockchain provide growth opportunities for Indian IT/ITeS firms.

The computer software and hardware sector in India witnessed FDI equity inflows worth USD 26,145 million (3.5 times higher than FY20) in FY21. While in FY23, FDI inflow stood at USD 9,394 million and USD 3,417 million for 9MFY24 in India for computer hardware and software sector.

Chart 16: FDI Equity inflows in India in computer software and hardware sector



Source: Department for Promotion of Industry and Internal Trade (DPIIT)

2.1 Industry size and structure

The Indian IT industry is sized at about 8% of the country's GDP, along with being the largest contributor in total services exports. Indian tech industry revenue is expected to grow to USD 253.9 billion in FY24, according to NASSCOM with an incremental revenue of USD 9.3 billion over FY23. It is anticipated that India's export revenue from IT services (excluding hardware) will reach USD 199 billion in reported currency, representing a 3.3% increase over FY2023, and the domestic technology sector is expected to cross USD 54 billion, growing at 5.9% y-o-y. Just the ER&D industry made over 48% of the total export growth in income for FY2024.

Revenues from domestic market grew to USD 54.4 billion supported by various government initiatives such as digital India, start-up India, smart cities and digital payments.

Despite global headwinds and some moderation in demand, the industry value proposition of resilience, agility and a transformation partner for global enterprises, enabled the industry to strengthen its leadership in core and emerging areas in FY24. Rise in demand for collaborative applications, application platforms, security software, system & service management software, and content workflow & management applications has led to growth in software products segment.

2.2 Growth drivers and challenges

- **Growth in automation**

There is a greater use of Automation and Artificial Intelligence (AI) by the businesses to expedite operations, cut expenses and enhance decision-making. Automation is a quick way to improve the efficiency as well as productivity across different departments in an organization. As a result, there is an increasing need for IT services pertaining to machine learning and robotic process automation (RPA). Investing in business process automation is one of the fastest ways to improve efficiency and productivity in all departments: sales, service, marketing, sales, IT, HR, finance and more.

- **Digital transformation**

Digital technologies are being adopted by organizations from all industries at a faster pace in order to stay competitive, increase efficiency and improve customer experience. This covers big data analytics, cloud computing, IoT (Internet of Things), and AI (Artificial Intelligence). Digital transformation in organizations may include a company using cloud computing software, a government agency using big data analytics or an entrepreneur using artificial intelligence (AI) capabilities. There is a huge demand for IT and ITES for the development and application of these technologies across different industries.

- **New upcoming technologies**

In an evolving global business, ITES companies play a key role in streamlining operations, promoting innovation and improving customer experience. Advances in emerging technologies such as blockchain, 5G networks, Augmented Reality (AR) and Virtual Reality (VR) offer new opportunities for IT/ITES companies to develop innovative solutions and services. Due to breakthroughs in automation, analytics, cloud platforms and artificial intelligence, ITES will be required to enable faster, more accurate and more personalized services to adopt new technologies.

- **Cybersecurity**

With increased use of technology, the cyber threats and data breaches have also increased. Today, there is a greater emphasis on cybersecurity measures due to frequency of these threats and breaches. To safeguard sensitive information held by organizations, the IT/ITES industry offers services like data encryption, threat detection and prevention and cybersecurity advice. Robust cybersecurity policies and architecture combine to protect computer networks and systems from unwanted access or attacks. Governments, corporations as well as citizens are making significant investments in cybersecurity to safeguard their data and assets from cybercriminals.

- **Growth of e commerce platforms**

E-commerce applications includes business transactions and selling products through online stores. The implementation of e-commerce technology is one of the most important factors that support the success of a company's product. The growth of e-commerce platforms and online services has increased the demand for IT solutions for e-commerce platforms, digital payments, logistics and supply chain management and customer relationship management (CRM) systems.

Challenges:

- **Frequent changes in technology**

The pace of technological innovation is fast, putting constant pressure on IT/ITES companies to stay abreast of the latest technologies and trends. Adapting to new technologies such as artificial intelligence, machine learning, blockchain and the Internet of Things requires significant investment in research and development and the continuous development of employee skills.

- **Skill gap**

IT/ITES industry faces shortage of skilled professionals in key areas such as software development, cyber security, data analytics and cloud computing. Recruiting and retaining top talent is difficult, especially with increasing competition in other industries and sectors. Constantly evolving technology requires specialized skills that are often lacking due to limited training opportunities and resources. Because of this gap, there is a serious shortage of IT professionals in the field of professional skills. IT service industry individuals must evolve to keep up with changing technology.

- **Infrastructure related problems**

Inadequate IT infrastructure and connectivity can present challenges to IT/ITES companies that affect service delivery, scalability and customer satisfaction. Investing in strong infrastructure and addressing connectivity issues are essential to expanding operations in emerging markets. Many organizations encounter issues related to efficiency and scaling the operations. Achieving scalability requires a good resource allocation to infrastructure, technology and human capital while also maintaining exceptional service delivery.

- **Global political tensions**

Political instability, trade disputes and regulatory changes in various regions can create uncertainty and affect the business environment for IT/ITES companies operating globally.

These uncertainties can affect project budgets, investments and client decisions. It is a big challenge for IT organizations to adapt to these fluctuations and maintain a consistent growth path. Dealing with geopolitical risks and adjusting strategies accordingly are crucial for long-term sustainability.

- **Cost issues**

Customers often demand cost-effective solutions and services, which puts pressure on IT/ITES companies to manage operational costs while maintaining service quality. Margin management in a competitive pricing environment can be difficult, especially with outsourcing and service-based models.

2.3 Government policies

The 2024-2025 budget is anticipated to prioritize digital infrastructure, emerging technologies, domestic IT hardware manufacturing, the PLI scheme, and cybersecurity to drive the growth of India's IT sector. The Government continues its support to digital India Program which includes allocation towards Promotion of Digital payment, Promotion of Digital Transactions, Capacity Building and Skill Development Scheme, Promotion of IT/ITeS Industries. The Government had allocated Rs. 66.08 crores for FY23, Rs. 120 crores for FY24 and has estimated Rs. 130 crores for FY25. Two schemes namely North East BPO Promotion Scheme (NEBPS) and India BPO Promotion Scheme (IBPS) under IT for Jobs pillar have been launched under Digital India Programme to incentivize BPO/ITES operations across the country, particularly digitally deficit areas for creation of employment opportunities for the youths and the balanced regional growth of IT/ITES Industry. The schemes provide financial support in the form of Viability Gap Funding (VGF) to eligible companies up to 50% of expenditure (CAPEX and/or OPEX) incurred by eligible companies, with an upper ceiling of ₹1 lakh per BPO/ITeS seat.
The budget for 2024-25 has allocated Rs 21,385 crore for the Ministry of Electronics and Information Technology, which is nearly 48% higher on year. The budget for FY2024 had allocated Rs 14,421 crore for the IT ministry.
Few initiatives by the Government of India are:

- **National Policy on Software Products - 2019 (NPSP 2019)**

The software ecosystem is characterized by innovations, Intellectual property, increased productivity, entrepreneurial opportunities and to leverage the opportunities in the Digital India Programme. The GoI has approved National Policy on Software Products-2019 with an aim to develop India as the global software product hub, driven by innovation, improved commercialization, sustainable Intellectual property (IP), promoting technology start-ups and specialised skill sets, for development of the sector, based on ICT has been approved. The objective of the policy is to create a robust Indian Software Product development ecosystem.
Major programmes to be implemented under the NPSP 2019 are:

- Indian Software Product Registry (ISPR)
- Innovation Challenge for Development of Indian Video Conferencing Solution
- ICT Grand Challenge (ICTGC) under National Policy on Software Products
- Start-up Accelerator Programme of MeitY for Product Innovation, Development and Growth (SAMRIDH)
- iTamil Nadu Technology (iTNT) Hub in Chennai

- **Next Generation Incubation Scheme (NGIS)**

The NGIS scheme has been approved as a part to support the software product ecosystem and to address a significant portion of the NPSP 2019 initiative. The scheme is envisioned to create an exciting software product ecosystem to complement the robust IT Industry for factors like continued growth, new employment and enhance competitiveness. NGIS is focusing on 12 locations across India viz. Agartala, Bhilai, Bhopal, Bhubaneswar, Dehradun, Guwahati, Jaipur, Lucknow, Prayagraj, Mohali, Patna & Vijayawada. The Scheme targets to support 300 tech - startups/Entrepreneurs in the field of IT/ITeS/ESDM.

- **Software Technology Parks of India (STPI)**

Software Technology Parks of India (STPI), is an autonomous society under Ministry of Electronics and Information Technology (MeitY), which is instrumental in taking digital technologies across the country to drive the initiatives of the Government to the smaller towns. Till date, 63 STPI centres have been set-up across the country, including five centres namely Durgapur, Haldia, Kharagpur, Kolkata and Siliguri in West Bengal and one at Patna in Bihar. Additionally, the Government has also approved 22 new STPI centres across the country, including two centres in Bihar at Bhagalpur and Darbhanga.
Some of the other initiatives to promote IT sector export includes Market Outreach Initiatives in USA and UK to provide soft-landing support to Indian IT/ ITeS SMEs. This is for generating market linkages to enhance export in overseas markets, Market Development Initiative in Nordics and Africa Region, etc.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of 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. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the "Omnistar", "Company" or "we", "us" or "Our" means Omnistar Entertainment.Com Limited

OVERVIEW

Our Company was originally incorporated on 25th January 2022 as a Private Limited Company as "Omnistar Advertising Private Limited" vide Registration No. 159055 under the provisions of The Companies Act, 2013 with the Registrar of Companies, Telangana.

WHO **WE ARE**

Omnistar Entertainment has harnessed and fortified its professional energies steadily, adding substantially to its service portfolio with a plethora of value additions that combine business and financial communication, public relations, direct marketing and Web Media.
Omnistar Entertainment is home to new-edge talent and the best in-house facilities that nurture and brew creativity, innovation and out-of-the-box thinking, without compromising on quality and delivery.
A complete dedication to client needs and expected outcomes drives us at every step, from strategy, concept to creation.
Omnistar Entertainment is producing serials for television that are targeted to be launched across leading channels in India.
More programs for other channels are being produced to connect with audiences through entertainment and televised drama depicting social realistic issues.
Omnistar Entertainment.com Ltd. is poised to be one of India's fastest growing entertainment networks and a house of entertainment which can offer multi-platform, multi-generational and multicultural brand experiences.
Omnistar will be touching the lives of people through its properties online, like general entertainment, movies, sports, youth, music and kids' genres and its programming mix. Omnistar's OTT platform, is budding to be one of India's most popular destinations for entertainment.

VISION

To be the most admired media & entertainment company by continuously entertaining and engaging the audience through sustained innovation.

VALUES

- **Listen:** We are curious to learn and equipped to apply. Our obsession with insights and priorities of consumers drives our business.

- **Think:** We create ideas and nurture them. We boldly experiment with the unknown and create value from the unexplored.

- **Innovate:** We know our potential and are aware of the expectations; each idea is executed with great care, innovation and seriousness.

COMPANY OVERVIEW

Our Company was originally incorporated on 25th January 2022 as a Private Limited Company as “Omnistar Advertising Private Limited” vide Registration No. 159055 under the provisions of The Companies Act, 2013 with the Registrar of Companies, Telangana.
Thereafter the name of the Company was changed to “Omnistar Entertainment.Com Private Limited” and with a view to expand the business, our Company was converted into public limited company as “Omnistar Entertainment.Com Limited” in the year 2023.
We initially started as an advertising agency managing local press advertisements and also designing of sales promotion material. Later on we are diversified into Production, Entertainment, Digital Marketing, IT & ITES, Trade etc.
At present, Our Company is a dynamic enterprise with multiple inter-connected business verticals related to Advertising, production house and event management, Digital Marketing, IT & ITES etc.
As can be seen above we have consistently expanded our scope of activities to include allied fields in our business model.

LOCATION

Our Company is located in Hyderabad, India’s most vibrant city. The Registered office of our Company is situated at Flat No 402, Raj Royal Megistic,7-1-215/A, D K Road, Ameerpet, Hyderabad, Telangana - 500016

COMPETITIVE STRENGTHS

- **Diversified business model**

Our Company has diversified business verticals encompassing advertising business, production business and event management business etc. As such we intend to grow these verticals in a structured manner.

- **One stop solution for communication needs**

We believe that we are among the few companies in India offering an entire gamut of services to our clients right from press advertising, outdoor advertising, corporate communications to event management activities, digital marketing etc

- **We are well supported by experienced Management and Key Management Personnel**

Our management are in this business of for more than 15 years. Their knowledge and experience in the field of advertising, marketing, media and entertainment etc and allied businesses have helped us to have long term relations with our customers and has also facilitated us to entrench with new customers.

BUSINESS STRATEGY

- **Innovation and Idea generation**

We believe that key factor to sustain, strengthen and succeed in our business, lies in our ability to innovate and devise new ideas improvise our existing offerings to our clients. Our continuous process of improvement helps deliver value with topmost quality to our customers, which are not presently satisfied by similar agencies.

- **Competitive Pricing**

To remain aggressive and have a good market share, we believe in offering competitive prices to our clients. This helps us to sustain the cut-throat competition and will eventually enable us to have a better position in terms of market-share.

- **Further our presence by entering into allied activities**

To further fuel our growth, we have plans to set up a digital studio, which shall be useful for our television serial production business. We also intend to set up a training Institute for imparting knowledge and skills in modelling and acting fields.

SERVICES

1. PRODUCTION - ENTERTAINMENT

We are engaged in the business of providing services and content for press advertising, ad films, corporate communications, outdoor advertising and event management. We also have a production house which produces movies and serials.

The entertainment division focus on Music videos, Movies for Theatrical Releases, Web-series for leading OTT Platforms, Production for southeast Asia's largest and most integrated media group in Indonesia “PT Global Mediacom TBK” etc.

As per industry report provided by CARE Analytics and Advisory Private Limited:

Content production is the process of producing different types of material as per the target audience. A vast variety of material such as articles, blogs, podcasts, films, photos, infographics, etc., is a part of this category. In many businesses, content creation is essential for marketing, communication, and information broadcasting.

The process of creating content is dynamic and continuing. It becomes relevant for digital marketing, education, entertainment, developing brands, and many other areas where good communication is essential.

Today, creating interesting, pertinent, and useful content that draws in and holds the interest of a target audience is the aim of content production.

The content production usually consists of the following steps:

1. Pre-production
2. Production
3. Post-production

- **Movie, Music and Television serial production**

Television production has been a flagship activity with key programs slated for release across leading channels in the country. Our Company has teams that are engaged full-time in all aspects of Television program creation, talent engagement, story boarding plots, serial shooting and post production. There are marketing teams to engage advertisers and channel media planners for fixing the right slots for airing these programs

Music is an integral part of television program production and the scores, jingles that make these programs memorabile are also a corollary activity for our creative and production teams.

With earlier expertise and experience in producing full length feature films, the company has plans to launch activity in feature film production in the burgeoning M&E industry landscape.

- **Event Management**

Events are critical to launching new products and services for clients ranging from manufacturing, entertainment, telecom, to apparel, Fashion shows, product road shows. audio launches, movie premieres, both on ground and online have taken a new relevance and prominence in the overcrowded market scenario, High impact, high visibility, high volume propaganda are the reasons why Event Management are a high-value focus area

2. ADVERTISING

- **Press Advertising**

Based on client requirements, we offer the complete range of advertising services ranging from creative strategy, branding, media planning to publishing of advertorials and ad campaigns across the print media landscape. We ensure that the message goes out through the right medium-be a national newspaper, a regional tabloid, a periodical, magazine or journal. We engage professionals to translate and publish print ads in all languages.

- **Designing of sales promotion material**

As part of the branding strategy, we also provide our clients, mainly from the retail and consumer goods businesses, in getting their message across via sales promotion materials like POP (Point of Purchase) displays, stand-outs, posters, billboards, banners and in-house direct marketing hand-outs, pin-ups and various other innovative artifacts.

- **Outdoor advertising solutions**

Outdoor advertising including hoardings, banners, electronic displays, unipole advertising, back-lit and spot-lit vinyl prints -is now a vast playing field with larger than the large format prints that broadcast key messages for long distances by day or by night. Moving media like buses, commercial transport vehicles - public or private have also become vehicles for communication, and our solutions encompass these diverse modes as well.

- **Corporate Communications**

The communication requirements of small, medium to large corporate houses across the country are no longer restricted to print and electronic media. A large chunk of collateral goes into internal communications, internal seminars, workshops, etc. Messaging to inspire and motivate employees is a predominant requirement and internal advertising is hence carried out via emailers, hard copy posters, standees, branded merchandise and apparel.

Identity, Branding and direct promotions are key to ensuring productivity, engagement and the right perception in employee bases across enterprises.

Competition

The market for advertising Services is both highly competitive and rapidly evolving. We primarily face competition from Indian advertising services companies as well as international advertising agencies which offer broad-based services. We anticipate this competition to grow as the demand for advertising services increases, with increase in complexity as well. We also expect additional companies to enter the Indian advertising space. For our production vertical, we face competition from other production houses, who produce movies, television serials ad-films. With corporatization, even Individual talents are entering the production space. There are several

other event management firms managing and organizing events, with many players having local and national/international presence as well. We compete with the above on service quality, since we recognize that price alone cannot constitute sustainable competitive advantage

Some of our Marketing Strategies are:

- **Demonstrations:** We provide our customers with product demonstration & mock advertising strategies with a comparative study of competition products.
- **Timely Deliveries:** We follow the commitment given to our clients in terms of draft advertisement schedules for events management, television serial production, as timely delivery is the essence and one of our principles on which we continue our business along with dedication and commitment

3. DIGITAL MARKETING

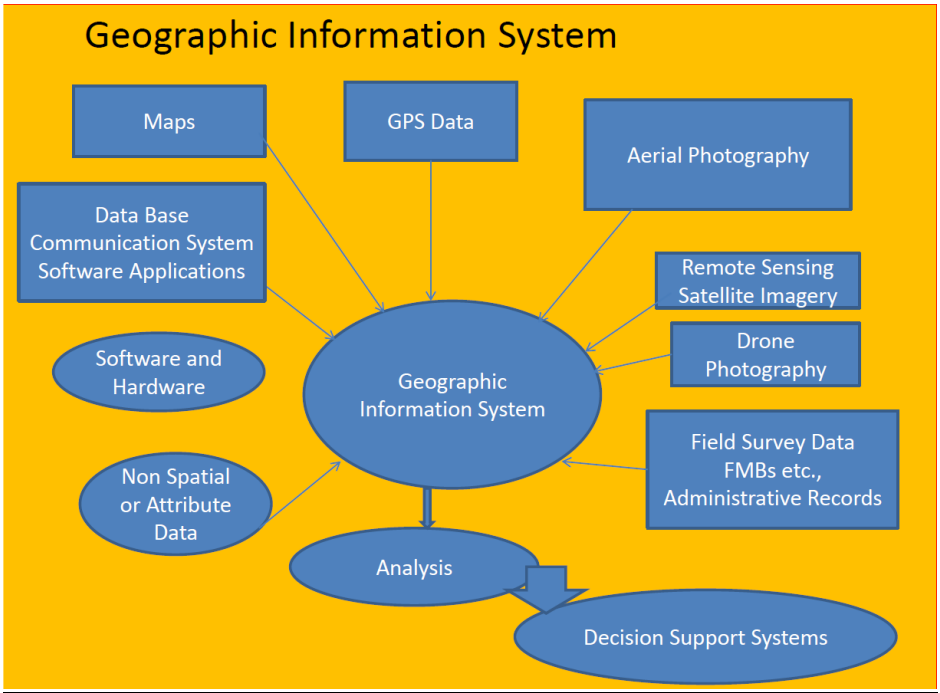
The Digital Marketing focuses on Website Development, SEO Services (Search Engine Optimization), SEM Services (Search Engine Marketing), PPC (Pay Per Click), Local Search Marketing Services, Content Marketing Services, Email Marketing Services, SMM (Social Media Marketing), Corporate Film Making.

As per industry report provided by CARE Analytics and Advisory Private Limited:

The digital media industry has been significantly influenced by the evolving nature of media and marketing content. Digital media platforms leverage data analytics and artificial intelligence to personalize content based on user preferences and behaviour.

Moreover, there have been significant changes in distribution channels and marketing strategies. The industry is increasingly using social media platforms, influencer marketing, and online promotions to reach consumers, leading to digital media industry growth.

4. ITES



As per industry report provided by CARE Analytics and Advisory Private Limited:

The Indian IT industry is sized at about 8% of the country's GDP, along with being the largest contributor in total services exports. Indian tech industry revenue is expected to grow to USD 253.9 billion in FY24, according to NASSCOM with an incremental revenue of USD 9.3 billion over FY23. It is anticipated that India's export revenue from IT services (excluding hardware) will reach USD 199 billion in reported currency, representing a 3.3% increase over FY2023, and the

domestic technology sector is expected to cross USD 54 billion, growing at 5.9% y-o-y. Just the ER&D industry made over 48% of the total export growth in income for FY2024.

Information Technology and Information Technology Services (IT/ITES) industry plays a key role by contributing in positioning the country as a preferred investment destination for global investors. The industry also creates large scale employment and generates significant export revenues. Emerging technologies and rise in demand for collaborative applications, application platforms, security software, system & service management software, and content workflow & management applications now offers an entire gamut of opportunities for top IT firms in India through cost-effectiveness, speedy deliveries, high reliability, great quality. Increasing digitisation and rise in demand for emerging technologies like 5G, Advanced Data Analytics, Artificial Intelligence, Cloud Computing, Cyber-Security, Robotics and Blockchain provide growth opportunities for Indian IT/ITeS firms.

Some GIS Applications

<table>
<tr>
<td rowspan="2">•Urban Planning, Management & Policy
–Zoning, subdivision planning
–Land acquisition
–Economic development
–Code enforcement
–Housing renovation programs
–Emergency response
–Crime analysis
–Tax assessment</td>
<td>•Civil Engineering/Utility
–Locating underground facilities
–Designing alignment for freeways, transit
–Coordination of infrastructure maintenance</td>
</tr>
<tr>
<td>• Business
–Demographic Analysis
–Market Penetration/ Share Analysis
–Site Selection</td>
</tr>
<tr>
<td rowspan="2">•Environmental Sciences
–Monitoring environmental risk
–Modeling storm water runoff
–Management of watersheds, floodplains, wetlands, forests, aquifers
–Environmental Impact Analysis
–Hazardous or toxic facility siting
–Groundwater modeling and contamination tracking</td>
<td>•Education Administration
– Attendance Area Maintenance
– Enrollment Projections
– School Bus Routing</td>
</tr>
<tr>
<td>•Real Estate
–Neighborhood land prices
–Traffic Impact Analysis</td>
</tr>
<tr>
<td>•Political Science
–Redistricting
–Analysis of election results
–Predictive modelling</td>
<td>•Health Care
–Epidemiology
– Needs Analysis
– Service Inventory</td>
</tr>
</table>

Our GIS Projects:

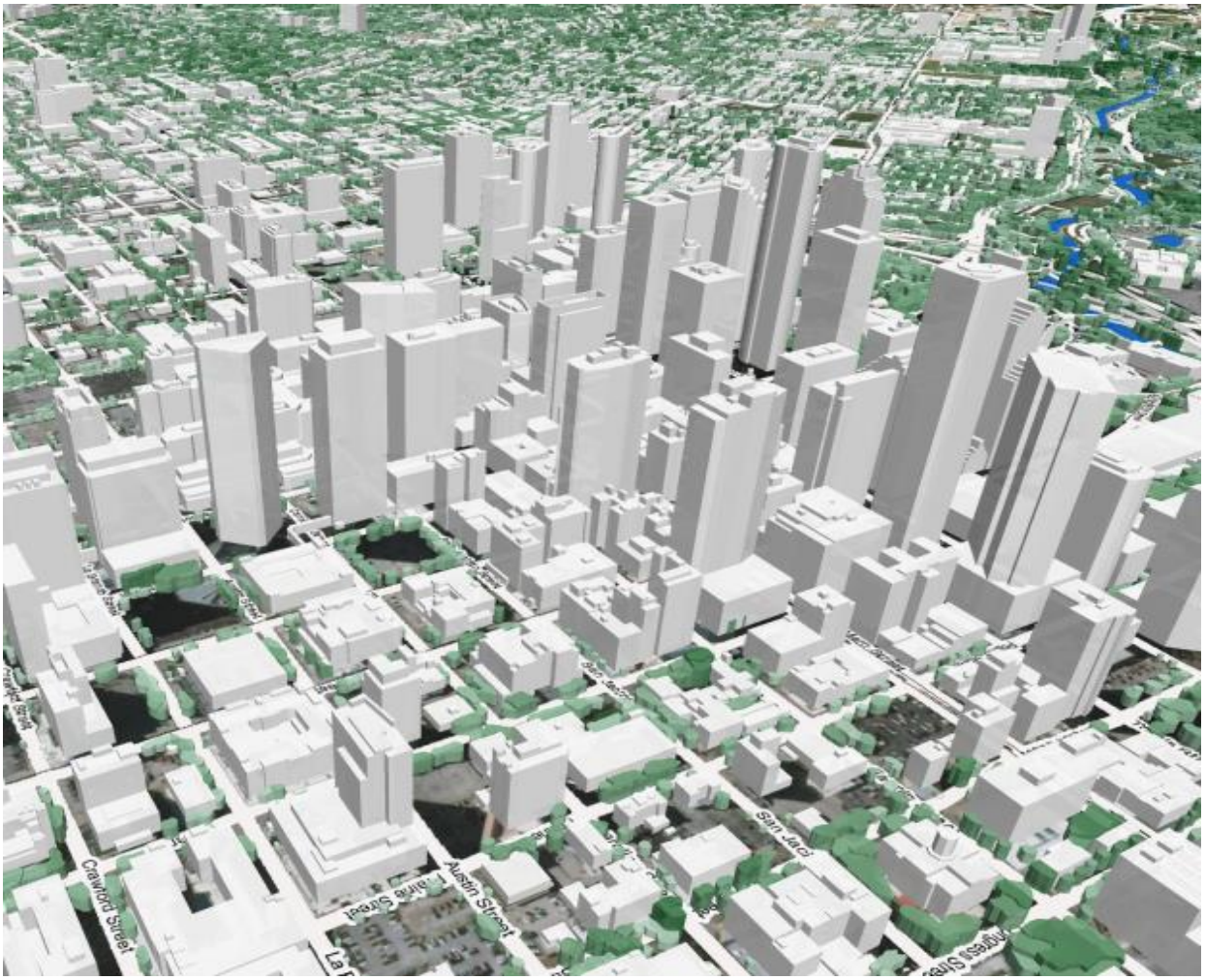
Objective: Creation of worldwide archive of ready-to-use maps and Geodata portfolio archive containing ready-to-use digital models contains 3D city maps, 2D and 2.5D maps for urban and regional planning around the world available with our principals.

3D City Maps

3D geodata sets for accurate 5G planning
3D geodata are designed specifically for 5G network planning. 3D maps are produced as high-resolution data sets of 1m, 2m, or 5m resolution.

3D Models provide precise Digital Terrain Model and above-ground features such as buildings, vegetation, and engineering constructions. Highly-accurate 3D buildings and 3D tree polygons are essential for accurate RF planning in urban areas. Customers get precise and up-to-date 3D models of cities, regions and countries fitted to your purpose, territory and project requirements.

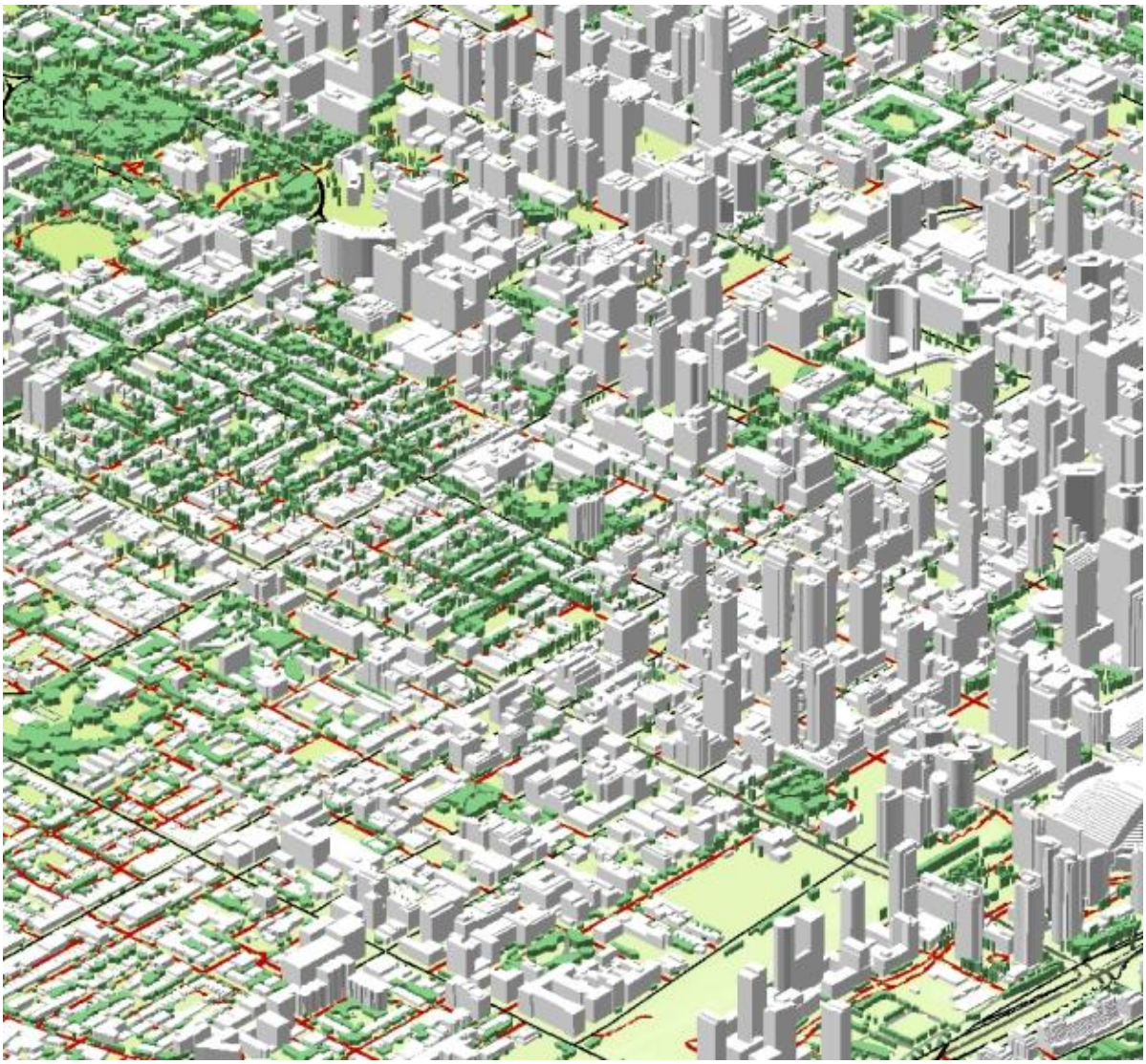
Our 3D models are compatible with all types of wave propagation models and can be delivered in any RF planning tools and GIS format – Atoll, Planet, Asset, ISC Telecom, Esri.shp etc.



3D Buildings &Trees

3D modelling of the urban environment

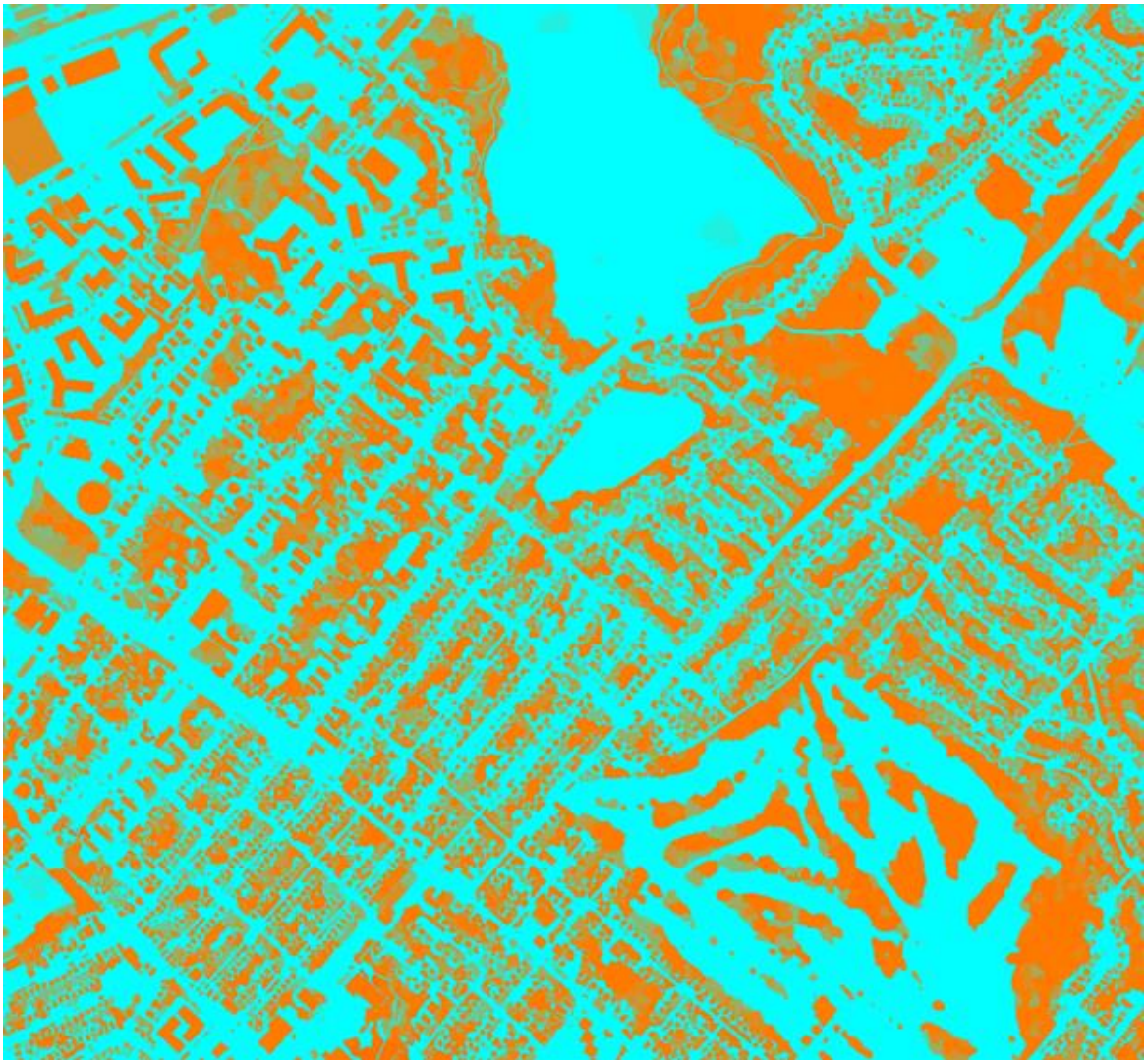
- Accurate 3D buildings and vegetation data for telecom and multiple applications in urban planning, utility planning, and environmental management projects, supporting all major RF and GIS data formats.
- 3D Buildings and 3D Trees layers can be manufactured as separate vector datasets or delivered as part of 3D Model for RF-planning together with DTM, DSM, Clutter (LandUse) model, and basic vectors. Production of high-quality 3D geodata for cities, high-urbanized areas as well as countrywide.
- 3D Buildings are produced as LoD 1.0/1.1, LoD 1.2/1.3 or LoD2 datasets providing a fitted-to-project level of details. 3D Trees represents detailed canopies outlines with assigned height attributes.
- Customers can access accurate 3D buildings and vegetation data as important components of multiple applications for urban planning, utility planning, and environmental management including solar energy assessments where the development of the pitched roofs is required.
- We undertake projects and data formats.



2.5D Models

2.5D Models – budget solution for 5G planning in towns, villages and suburbs

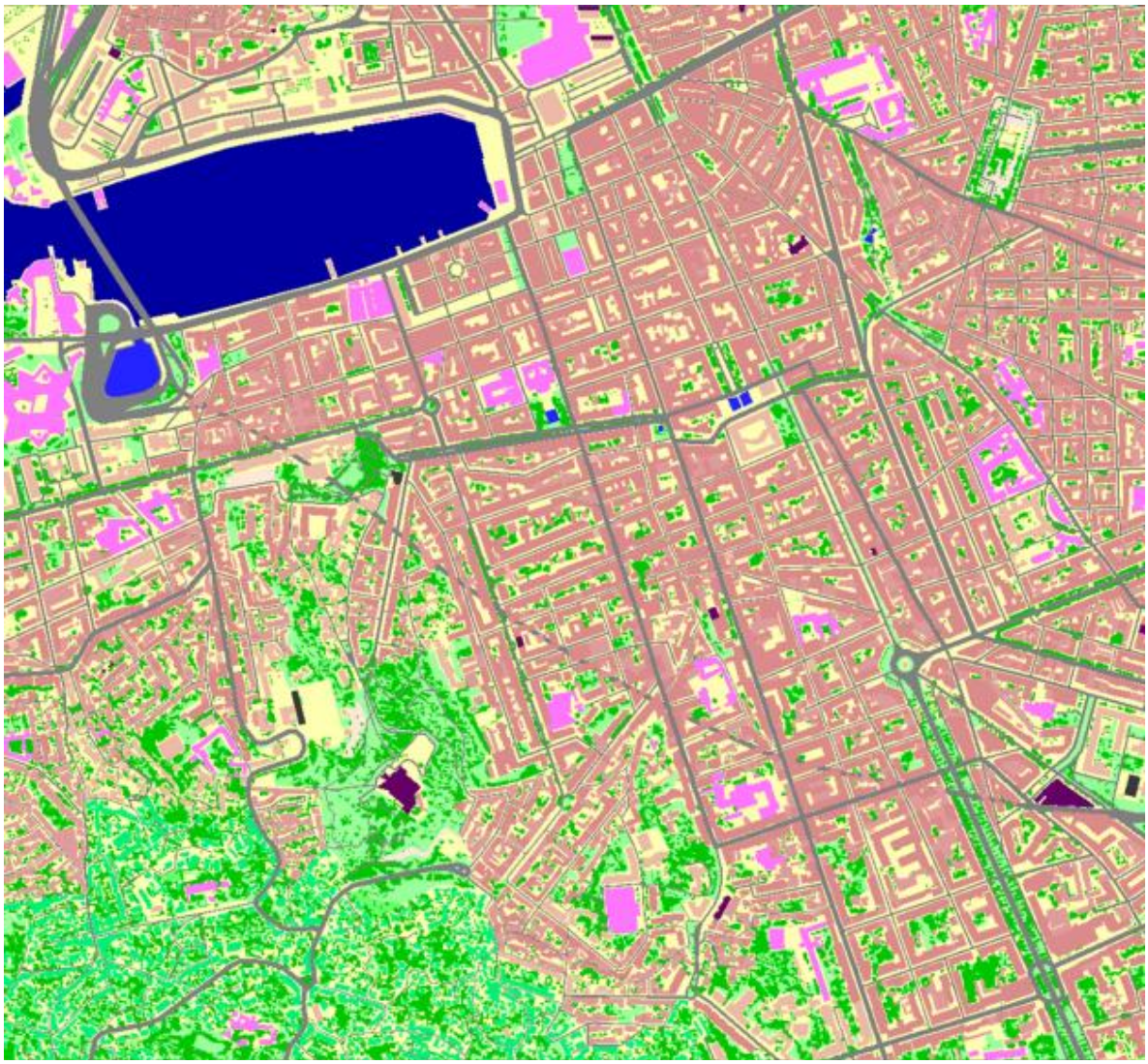
- 2.5D Models are developed as budget solution for 5G planning within large territories – metro areas, regions or entire country.
- 2.5D Models are developed for metropolitan areas where both man-made structures and vegetation impact wave propagation. It provides customers with almost the same data accuracy as 3D models together with cheaper prices due to using medium-resolution stereo images as sources. 2.5D maps include Digital Terrain Model (DTM), Clutter Model, and Basic Vectors like street/road networks. The additional layer CLUTTER HEIGHTS contains the height attribute of each clutter class in the matrix representation. 2.5D Models are usually produced in 5m resolution rarely – 10m resolution.
- We also offer 2.5D solutions for the entire coverage of populous countries.
- Our 2.5D geodata can be delivered in any RF planning tools format – Atoll, Planet, Asset, ISC Telecom etc.



2D Urban Models

2D Models for RF Design in urban and suburban areas

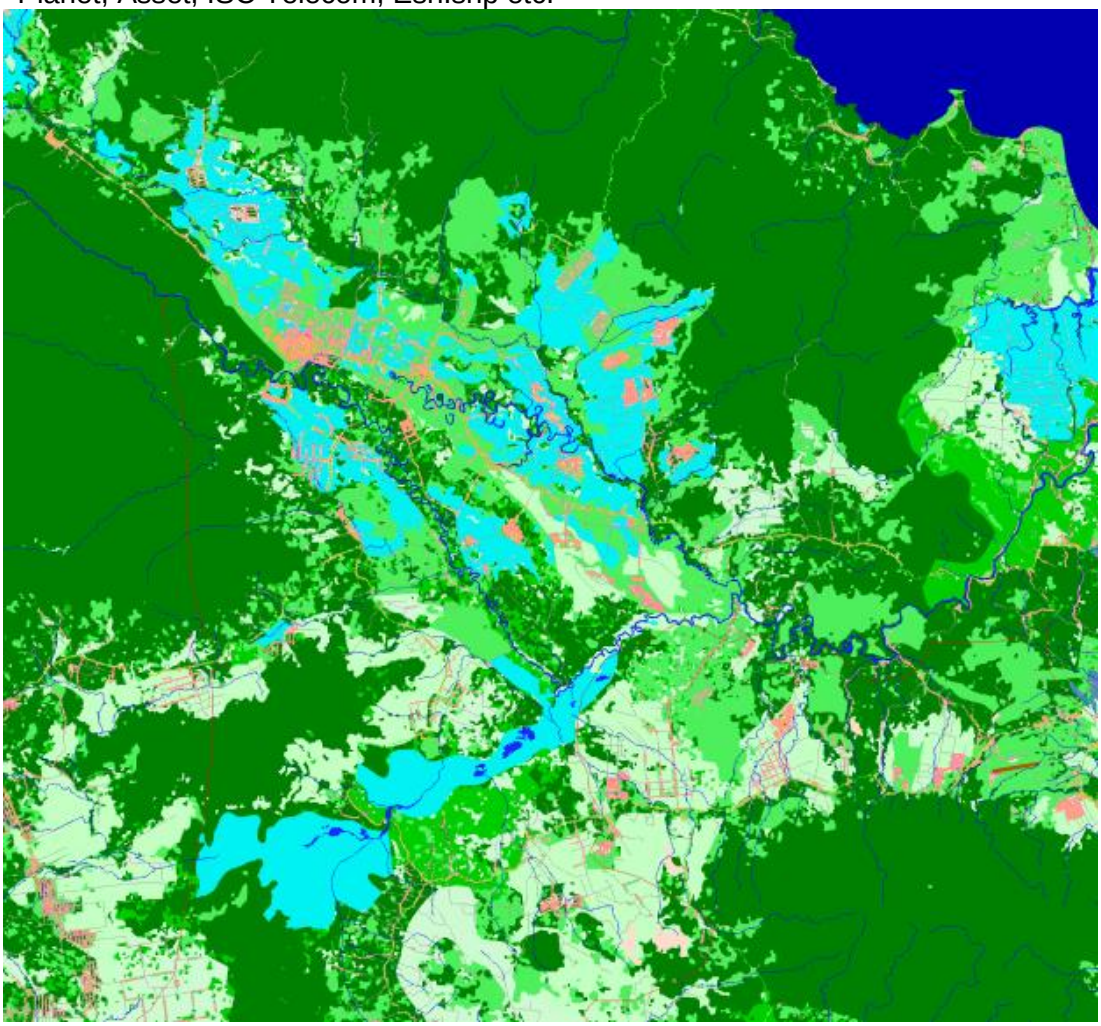
- 2D Urban Models are medium resolution databases used for 3G/4G/5G Networks Planning in cities, regions and urbanized territories.
- 2D Urban Models are medium resolution databases – usually 5m for suburbs and 10m for urbanized territories within large regions.
- 2D Urban Models are suitable for 3G/4G/5G Networks Planning in cities and regions with not very dense and uncomplicated buildings. 2D Urban maps include Digital Terrain Model (DTM), Clutter Model, and Basic Vectors like street/road networks. Population distribution model delivered upon request together with the usual layers provides a better representation of land use and density ratios of the different urban/city classes.
- 2D Urban Models can be integrated into REGIONAL MODEL or combined with 3D Models of the core city as part of the multiresolution project. Our 2D Urban Models can be delivered in any RF planning tools and GIS format – Atoll, Planet, Asset, ISC Telecom, Esri.shp etc.



Regional Models

Regional Models are medium-resolution databases for RF design over countrywide, regions or districts

- Regional Models are medium-resolution databases for RF design. We produce the data for regional planning over the world as 5m,10, 20m and 30m resolution datasets.
- The best choice for 4G/5G rollout is 10m resolution regional model with an extended set of clutter classes, more detailed buildings' structure classification and type of vegetation layers, and 5-7m vertical accuracy in DTM.
- Other types of resolution are also available – 20m, 30m, or 50m – at the customer's choice.
- Regional maps include Digital Terrain Model (DTM), Clutter Model, and Basic Vectors. Population distribution model delivered upon request together with the usual layers provides a better representation of land use and density ratios of the different urban classes.
- Our Regional Models can be delivered in any RF planning tools and GIS format – Atoll, Planet, Asset, ISC Telecom, Esri.shp etc.



PopMaps

PopMaps (Population Distribution Model) is vital source data for network deploying, planning, and optimization

- Population distribution model is the important source for network deploying and optimization. It provides a better representation of land use and density ratios of the different urban/city classes.
- To assess the market potential and priorities for new deployments;
- To define strategic customers coverage or critical areas;
- To demonstrate spectrum conditions have been achieved via population coverage;
- For capacity simulations for the planned network infrastructure;
- To determine network priorities;
- To build a nominal infrastructure budget.
- Population maps are delivered in the same resolution as your project. It enables to process values of population distribution with level of details from countrywide areas to separate cities: form 2m to 20m.
- Source data: Land Use Model (Clutter) – Administrative division- Population Census Data.
- Population Maps can be delivered separately or as part of other mapping products: Regional Models, 2D, 2.5D and 3D Models in any RF planning tools and GIS format.

Geospatial Data

We produce a lot of Geodata in vector formats

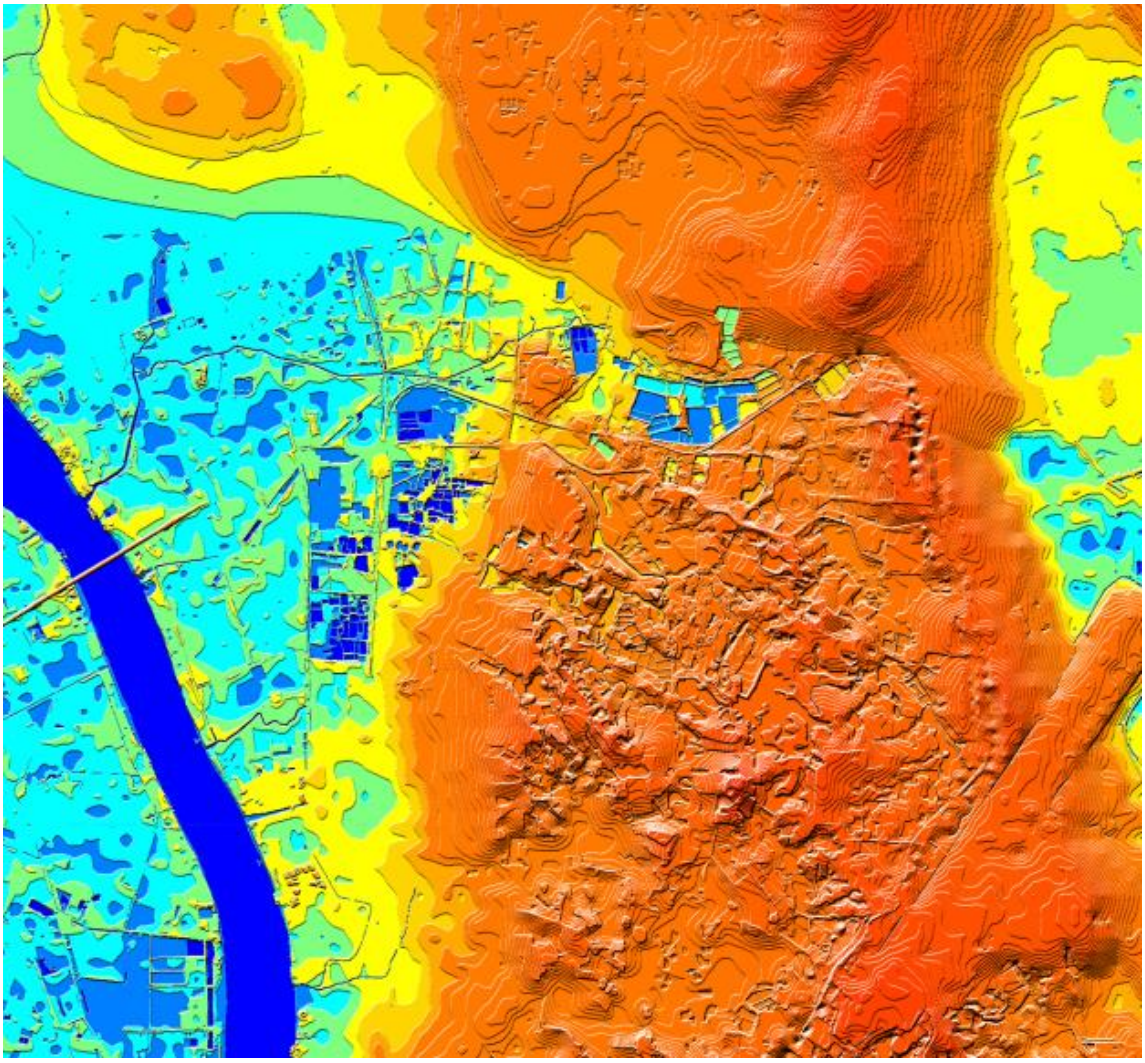
- They can be used separately or as a unique data set aimed at the projects of Urban and City planning, Environmental management, telecom etc.
- Our Geospatial Data include:
- Administrative Boundaries;
- Buildings and Built-up areas;
- Addresses;
- POI (Points of interest);;
- Names of geographical objects;
- Street-road networks;
- Railways;
- Engineering constructions;
- Public transportation networks;
- Terrain data;
- Hydrography and Vegetation;
- Postal code polygons;
- Land use data;
- Population data.
- Complete and accurate datasets are ready to use for 2500+ cities and 85+ countries in .shp or .tab formats. We meet requirements for new data production anywhere in the world.

Elevation Models

Digital representation of the earth's terrain

- Digital elevation models are an important component of many geospatial projects – architecture, engineering, telecommunication, transport management, Natural Resource Mapping, etc.

- Depending on the aims of your project, the earth's surface can be represented as:
- Digital Terrain Model DTM) – that is a ground surface;
- Digital Surface Model (DSM) – which includes ground surface, vegetation, and artificial objects;
- Digital Heights Model (DHM) – vegetation and man-made objects with heights attribute;
- Digital elevation data are available in stock for 85+ countries worldwide and can be produced for any other territory on request in any RF planning tools and GIS format.
- DTM, DSM, and DHM can be delivered separately or as part of other mapping products: including Regional Models, 2D, 2.5D, and 3D Models.



Our operations:

GIS Projects – For VISCOM a global company HQ out of Ukraine. BOO-MODE LLC USA, VUV International Limited, HK and CRISP Hong-Kong Limited

Process:

- Digital models generation including but not limited to vector data and attributive data capturing from satellite images.
- Technical requirements of vector datasets are given separately by customer.
- All necessary materials for fulfilling of works are given by customer over Internet means (FTP)

- Technical support is provided by way of consultations via e-mail, phone or Internet about any questions that are related to the delivered databases, in order to define, check and solve problems, which may occur while database use.
- Correction of possible mismatch of delivered data and Specification or errors, connected with data integrity are addressed within 10 (ten) calendar days of getting written notification from the Customer about finding of an error.
- The results of works are delivered to the customer in digital format over Internet means (FTP), according to the requirements.

5. IT - PRE-LOADED SOFTWARE

IT Pre-loaded Software with Hardware Exports through VUV International Limited, Hong-Kong, for US Fed ACP Programme.

Intelligent Tablet Terminal

	T1	T1 PRO
CPU:	Octa Core SC9863A	Octa Core T610
LCM:	10.1" 1920*1200 FHD	10.1" 1920*1200 FHD
OS:	Android 12	Android 12
RAM:	2G/4G/6G	2G/4G/6G
ROM:	32GB/64G/128G	32GB/64G/128G
Camera:	2M+5M	5M+8M
Battery:	7100mAh/3.8V	7100mAh/3.8V
Wireless:	WIFI/BT/GPS	WIFI/BT/GPS
Network:	4G LTE	4G LTE
Speaker:	8Ω/1W Box*2	8Ω/1W Box*2
Interface:	Nano SIM Card/TF Card/USB Type C/ POGO PIN	Nano SIM Card/ TF Card/USB Type C/POGO PIN

☆ Octa Core Processor : fast computing and smooth operation
☆ G+G Touch Screen Metal Case : solid and durable touch sensitive
☆ FHD Screen : image clear and delicate

SWOT ANALYSIS

STRENGTHS:
MEDIA & ENTERTAINMENT

1. Media and Entertainment is one of the most booming sectors in India due to its vast customer reach. The various segments of the Media and Entertainment industry like television and film industry have a large customer base.

2. Diverse Content Portfolio: The company may have a wide range of content offerings spanning movies, television shows, music, and digital content catering to the diverse tastes of the Indian audience.
3. The growing middle class with higher disposable income has become the strength of the Media and Entertainment industry.
4. Change in the lifestyle and spending patterns of the Indian masses on entertainment.
5. Technological innovations like online distribution channels, web-stores, multi- and mega-plexes are complementing the ongoing revolution and the growth of the sector.

6. Indian film industry is second largest in the world and the largest in terms of the films produced and tickets sold.
7. The low cost of production and high revenues ensure a good return on investment for Indian Media And Entertainment industry.
8. Growing Digital Presence: With the increasing penetration of digital platforms and internet users in India, a strong digital presence can provide the company with opportunities to reach a larger audience and monetize content through various digital channels.
9. Localized Content: A deep understanding of Indian culture and preferences allows the company to create localized content that resonates with the audience, giving it a competitive edge over global players.

DIGITAL MARKETING:

10. Targeted Reach: Digital marketing allows businesses to target specific demographics, interests, and behaviors, increasing the efficiency of their marketing efforts.
11. Cost-Effective: Compared to traditional marketing channels like TV or print, digital marketing often offers a lower barrier to entry and allows for more precise budget allocation.
12. Measurable Results: Digital marketing platforms provide detailed analytics and metrics, enabling businesses to track the performance of their campaigns in real-time and make data-driven decisions.
13. Flexibility and Agility: Digital marketing campaigns can be quickly adjusted and optimized based on performance data, allowing businesses to adapt to market changes and trends more effectively.
14. Global Reach: With the internet, businesses can reach audiences around the world, breaking geographical barriers and expanding their market potential.

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15. Reach and Visibility: Advertising can effectively reach a wide audience through various channels like TV, radio, print, digital, etc.
16. Brand Awareness: It helps in building brand recognition and recall among the target audience.
17. Creative Expression: Advertising allows for creative expression, which can engage and captivate the audience.
18. Measurable Results: With modern analytics tools, the effectiveness of advertising campaigns can be measured in terms of reach, engagement, conversions, etc.
19. Influence: Well-crafted advertisements have the power to influence consumer behavior and purchasing decisions.

IT HARDWARE & TRADE

20. Technological Innovation: The IT hardware industry is driven by continuous innovation, leading to the development of faster, more powerful, and efficient hardware components and devices.
21. Global Demand: There is a consistently high global demand for IT hardware due to increasing digitization across industries, the proliferation of IoT devices, and the adoption of emerging technologies such as AI and cloud computing.
22. Established Market Players: There are several established market players with strong brand recognition and customer loyalty, which enables them to maintain market share and influence industry trends.

23. Supply Chain Efficiency: Many companies in the IT hardware industry have well-established supply chain networks, allowing them to efficiently manufacture, distribute, and deliver products to customers worldwide.

ITES

24. Cost-Effectiveness: ITES often involves outsourcing services to locations with lower labor costs, leading to significant cost savings for businesses.
25. Scalability: ITES operations can easily scale up or down based on demand, allowing businesses to adapt to changing market conditions efficiently.
26. Global Reach: ITES allows companies to provide services to clients globally, expanding their market reach beyond geographical boundaries.
27. Technological Advancements: ITES leverages cutting-edge technologies like AI, automation, and analytics to enhance service delivery, efficiency, and quality.

WEAKNESSES:

MEDIA & ENTERTAINMENT

1. The Media and Entertainment sector in India is highly fragmented.

2. Lack of cohesive production & distribution infrastructure, especially in the case of music industry.

3. The lack of efforts for media penetration in lower socio-economic classes, where the media penetration is low.

4. Piracy: Rampant piracy in India poses a significant threat to revenue streams, especially for content distributed through physical media or online platforms.

5. Infrastructure Challenges: Limited infrastructure in some regions may hinder distribution and access to content, particularly in rural areas with poor internet connectivity.

6. Regulatory Hurdles: The regulatory landscape in India can be complex and subject to frequent changes, leading to compliance challenges and uncertainties for the company.

7. Talent Retention: Retaining creative talent in a competitive market can be challenging, especially with the emergence of new platforms and competitors offering lucrative deals to artists and creators.

DIGITAL MARKETING:

8. Digital Noise: The online space is crowded with advertisements and content, making it challenging for businesses to cut through the noise and capture consumers' attention.

9. Technical Dependencies: Digital marketing relies heavily on technology platforms and tools, making businesses vulnerable to technical issues, changes in algorithms, or platform policies.

10. Skills and Expertise: Effective digital marketing requires specialized knowledge and skills in areas such as SEO, SEM, social media management, content creation, and analytics, which not all businesses may possess in-house.

11. Security Concerns: With the increasing use of digital platforms, businesses face risks related to data privacy, cybersecurity, and online fraud, which can undermine trust and reputation.

12. Constant Evolution: Digital marketing trends, algorithms, and platforms are constantly evolving, requiring businesses to stay updated and agile to remain competitive.

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13. Cost: Advertising expenses can be substantial, especially for popular channels like prime-time television or high-traffic digital platforms.
14. Clutter: In a saturated advertising environment, it can be challenging for ads to stand out and capture audience attention.
15. Ad Blindness: Consumers may develop ad blindness and consciously or subconsciously ignore advertisements.
16. Short-lived Impact: Some forms of advertising, like digital display ads, may have a short-lived impact due to their transient nature.
17. Negative Perception: Poorly executed or intrusive ads can create a negative perception of the brand among consumers.

IT HARDWARE & TRADE

18. Rapid Technological Obsolescence: IT hardware products have relatively short lifecycles due to rapid technological advancements, leading to the risk of inventory obsolescence and reduced profit margins.
19. Dependence on Global Supply Chains: The IT hardware industry relies heavily on global supply chains, making it vulnerable to disruptions such as natural disasters, geopolitical tensions, and trade restrictions.
20. High R&D Costs: Developing new hardware technologies requires significant investment in research and development, which can be a financial burden for smaller companies or startups competing with larger players.
21. Price Competition: Intense price competition in the IT hardware market can lead to margin pressures and commoditization of products, especially in segments with low differentiation.

ITES

22. Dependence on Technology: ITES is heavily reliant on technology infrastructure and platforms. Any disruptions or failures in technology can significantly impact service delivery.
23. Security Concerns: Given the sensitive nature of data handled in ITES, security breaches pose significant risks, including data theft, loss of credibility, and legal implications.
24. Talent Management: The industry faces challenges in recruiting and retaining skilled professionals due to high demand and competition, leading to talent shortages and increased employee turnover.
25. Regulatory Compliance: ITES companies must adhere to various regulatory frameworks, both domestic and international, which can be complex and constantly evolving, requiring substantial resources for compliance.

OPPORTUNITIES AND THREATS

MEDIA & ENTERTAINMENT

OPPORTUNITIES

1. The concept of crossover movies, such as Bend It Like Beckham has helped open up new doors to the crossover audience and offers immense potential for development
2. The increasing interest of the global investors in the sector.
3. The media penetration is poor among the poorer sections of the society, offering opportunities for expansion in the area.
4. The nascent stage of the new distribution channels offers an opportunity for development.
5. Rapid de-regulation in the Industry
6. Rise in the viewership and the advertising expenditure
7. Technological innovations like animations, multiplexes, etc and new distribution channels like mobiles and Internet have opened up the doors of new opportunities in the sector.
8. Digital Expansion: The rapid growth of digital platforms presents opportunities for the company to expand its reach and monetize content through subscription-based models, advertising, and partnerships with digital streaming platforms.
9. Regional Markets: India's diverse linguistic and cultural landscape offers opportunities to tap into regional markets by producing content in regional languages and catering to specific audience preferences.
10. Partnerships and Collaborations: Collaborating with local and international partners can help the company access new markets, technologies, and talent, facilitating growth and innovation.
11. Merchandising and Licensing: Capitalizing on popular content through merchandising, licensing, and franchising arrangements can generate additional revenue streams and enhance brand visibility.

DIGITAL MARKETING:

12. Personalization: Advances in data analytics and AI present opportunities for businesses to deliver more personalized and relevant marketing messages to their target audiences, enhancing engagement and conversion rates.
13. Mobile Marketing: The proliferation of smartphones and mobile devices opens up new avenues for reaching consumers on-the-go through mobile apps, SMS marketing, and location-based targeting.
14. Emerging Technologies: Innovations such as augmented reality (AR), virtual reality (VR), and voice search present new ways for businesses to engage with consumers and create immersive brand experiences.
15. Content Marketing: High-quality content continues to be a cornerstone of digital marketing, providing opportunities for businesses to establish thought leadership, build brand credibility, and drive organic traffic.
16. E-commerce Integration: The growth of e-commerce platforms and online marketplaces offers businesses opportunities to streamline the customer journey, from discovery to purchase, and capitalize on the increasing trend of online shopping.

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17. Targeted Advertising: Advances in data analytics allow for highly targeted advertising, reaching specific demographics or individuals with personalized messages.
18. Emerging Channels: New advertising channels like social media influencers, podcasts, and streaming platforms provide fresh opportunities to connect with audiences.
19. Global Reach: Digital advertising offers the potential for global reach, enabling brands to expand their market presence beyond geographical boundaries.

20. Content Integration: Brands can integrate advertising seamlessly into content through native advertising, sponsored content, and product placements.
21. Interactive Ads: Interactive and immersive advertising formats, such as augmented reality (AR) and virtual reality (VR), offer engaging experiences for consumers.

IT HARDWARE & TRADE

22. Emerging Technologies: The adoption of emerging technologies such as 5G, edge computing, and quantum computing presents opportunities for IT hardware companies to develop specialized products and solutions to meet evolving market demands.
23. IoT Growth: The proliferation of IoT devices across various industries creates opportunities for IT hardware companies to provide connectivity solutions, sensors, and other components to support IoT infrastructure.
24. Cloud Computing: The shift towards cloud computing services creates demand for specialized hardware components such as servers, storage devices, and networking equipment optimized for cloud environments.
25. E-commerce Expansion: The growth of e-commerce platforms provides IT hardware companies with new channels to reach customers directly, bypassing traditional distribution channels and reducing costs.

ITES

26. Market Expansion: The increasing global demand for IT-enabled services presents opportunities for ITES companies to expand into new markets and sectors.
27. Digital Transformation: The growing trend of digital transformation across industries creates a demand for ITES solutions to support businesses in adopting new technologies and optimizing processes.
28. Outsourcing Trends: As businesses seek to focus on core competencies, outsourcing non-core functions to specialized ITES providers presents growth opportunities for the industry.
29. Emerging Technologies: Advancements in technologies such as cloud computing, IoT, and blockchain open up new avenues for innovation and service offerings within the ITES sector.

THREATS:

MEDIA & ENTERTAINMENT

1. Piracy, violation of intellectual property rights pose a major treat to the Media And Entertainment companies.
2. Lack of quality content has emerged as a major concern because of the 'Quick-buck' route being followed in the industry.
3. With technological innovations taking place so rapidly, the media sector is facing considerable uncertainty about success in the marketplace.
4. The Media And Entertainment sector in India is highly fragmented.
5. Lack of cohesive production & distribution infrastructure, especially in the case of music industry.
6. The lack of efforts for media penetration in lower socio-economic classes, where the media penetration is low.
7. Intense Competition: The media and entertainment industry in India is highly competitive, with both domestic and international players vying for audience attention and market share.
8. Changing Consumer Behavior: Shifts in consumer preferences and consumption habits, such as the rise of OTT platforms and mobile entertainment, pose challenges for traditional media formats and distribution channels.
9. Economic Uncertainty: Economic downturns or fluctuations in disposable income levels can impact consumer spending on entertainment, advertising budgets, and overall industry growth.

10. Technological Disruption: Rapid advancements in technology, such as artificial intelligence, virtual reality, and augmented reality, can disrupt traditional content creation and distribution models, requiring the company to adapt quickly to stay competitive.

DIGITAL MARKETING:

11. Competition: The digital landscape is highly competitive, with businesses vying for consumers' attention and online market share, making it challenging for newcomers to establish their presence.

12. Ad Blocking: The widespread use of ad blockers poses a threat to digital advertising revenue streams, reducing the visibility and effectiveness of paid advertising campaigns.

13. Regulatory Changes: Changes in data privacy regulations, such as GDPR and CCPA, can impact how businesses collect, store, and use consumer data for digital marketing purposes, leading to compliance challenges and potential penalties.

14. Platform Dependency: Businesses that rely heavily on third-party platforms for their digital marketing efforts, such as social media or search engines, are vulnerable to changes in algorithms, policies, or disruptions in service.

15. Consumer Skepticism: Growing concerns about data privacy, online security, and the proliferation of fake news and misinformation can erode consumer trust in digital marketing channels, affecting brand perception and loyalty.

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16. Ad Blocking: The increasing use of ad-blocking software poses a threat to digital advertising revenue streams.

17. Regulatory Changes: Changes in advertising regulations or privacy laws can impact the way advertisers collect and use consumer data for targeting.

18. Competition: Competing brands vying for consumer attention in the same space can make it difficult to break through the clutter.

19. Consumer Skepticism: Growing consumer skepticism towards advertising messages can diminish trust in brands and their advertising.

20. Changing Media Consumption Habits: Shifts in media consumption habits, such as cord-cutting and ad-skipping, challenge traditional advertising models and require adaptation to new platforms and formats.

IT HARDWARE & TRADE

21. Cybersecurity Risks: The increasing frequency and sophistication of cyberattacks pose threats to IT hardware companies, as security vulnerabilities in hardware components can lead to data breaches and reputational damage.

22. Regulatory Compliance: Compliance with regulations such as data privacy laws and environmental standards can pose challenges for IT hardware companies, particularly those operating in multiple jurisdictions with varying regulatory requirements.

23. Trade Barriers: Trade tensions, tariffs, and import/export restrictions between countries can disrupt global supply chains and increase costs for IT hardware companies engaged in international trade.

24. Substitute Technologies: The emergence of alternative technologies, such as software-defined networking and virtualization, could reduce demand for traditional hardware components in certain market segments.

ITES:

25. Competition: Intense competition among ITES providers, including established players and emerging startups, can lead to price wars, margin pressures, and loss of market share.

26. Cybersecurity Risks: The increasing sophistication of cyber threats poses significant risks to ITES companies, including data breaches, ransomware attacks, and reputational damage.

27. Regulatory Changes: Changes in government regulations, especially regarding data privacy and security, can increase compliance costs and introduce operational challenges for ITES firms.

28. Geopolitical Factors: Political instability, trade tensions, and regulatory changes in key outsourcing destinations can disrupt operations and impact the cost-effectiveness of ITES services.

FINANCIALS

As per Audited Financial Statements for the period ended March 31, 2024, our total revenue was Rs.702.24 Lakhs. Our Profit after Tax for the similar period mentioned above was Rs. 292.34

(₹ in Lakhs))

S.No	Particulars	30th June, 2024	31st March, 2024	31st March, 2023
01	Share Capital	50.00	10.00	1.00
02	Reserves & Surplus	769.02	313.74	3.80
03	Net Worth	819.02	323.74	4.80
04	Total Income	422.55	702.51	20.98
05	Profit After Tax	95.28	309.94	3.93

SEGMENT WISE REVENUE BREAKUP

Segment Wise distribution of our revenue during the last 2 years are as under:

(₹ in Lakhs)

S.No	Segments	30th June, 2024	31st March, 2024	31st March, 2023
01	ITES Exports	419.08	697.23	-

TOP SUPPLIERS

Our top suppliers in terms of amount during the last 2 years are as under:

(₹ in Lakhs)

S.No	Name of the client	30th June, 2024	31st March, 2024	31st March, 2023
01	Move On Media	0.03	0.23	0.01
02	RDG Productions	-	-	4.46
03	Daily Hindi Milap	-	-	0.22

TOP CUSTOMERS

Our top clients in terms of revenue generated during the last 2 years are as under:

(₹ in Lakhs)

S.No	Name of the client	30th June, 2024	31st March, 2024	31st March, 2023
01	VUV International Limited	419.07	697.24	-
02	Graidente Infotainment Limited	0.37	4.38	8.30
03	Decipher Labs Limited	0.09	0.50	0.71
04	Filatex Fashions Limited	0.30	0.40	5.05
05	CIL Securities Limited	0.22	0.06	-

MARKETING

Our Company conducts its marketing arrangement through its sales & marketing team developed over a period. Our Company has developed strong relationships with customers right from Multinational Companies to Indian Companies. We intend and continue to build long term relationships with our customers. Our team through their experience and good rapport with the clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company.

HUMAN RESOURCES

The following is a break-up of our employees:

Description	Total
Senior Management	3
Middle Management	2
Office Executives	5
Support staff	2
Total	**12**

EQUIPMNENTS

Following is the list of the Software used by our Company:

S.No	Name of the Software	Description of the Software
01	CorelDraw	CoreIDRAW is a graphic design software which enables users to create professional designs with vector illustration, layout, photo editing, typography, template tools, and more. CoreIDRAW allows users to create, access and store artwork, web graphics and prints in the cloud, via the web app.
02	Maya	Maya is favored among 3D animators for its adaptable interface. Its extensive toolkit allows for the creation of intricate elements like fur, hair, clothing, fluids, and particles. Maya's user-friendly auto-rig tool handles quadrupeds and winged models, eliminating manual rigging tasks. This software streamlines character setup, producing a sophisticated rig ready for animation. Furthermore, Maya integrates automation tools for effortless curve and path-based animation, making 3D animation a straightforward process.
03	Canva	Canva is an online template editor app for creating social media graphics, presentations, merch and websites.

S.No	Name of the Software	Description of the Software
04	Adobe After Effects	Adobe After Effects is a digital visual effects, motion graphics, and compositing application developed by Adobe; it is used in the post-production process of film making, video games and television production. Among other things, After Effects can be used for keying, tracking, compositing, and animation.
05	Adobe Premiere Pro	Adobe Premiere Pro is a timeline-based and non-linear video editing software application developed by Adobe and published as part of the Adobe Creative Cloud licensing program.
06	Adobe Photoshop	Adobe Photoshop is a raster graphics editor developed and published by Adobe for Windows and macOS. It was originally created in 1987 by Thomas and John Knoll. Since then, the software has become the most used tool for professional digital art, especially in raster graphics editing.
07	Adobe Illustrator	Adobe Illustrator is a vector graphics editor and design software developed and marketed by Adobe.
08	Adobe InDesign	Adobe InDesign is a desktop publishing and page layout designing software application produced by Adobe and first released in 1999. It can be used to create works such as posters, flyers, brochures, magazines, newspapers, presentations, books and ebooks
09	Adobe XD	Adobe XD is a vector design tool for web and mobile applications, developed and published by Adobe Inc. It is available for macOS and Windows, and there are versions for iOS and Android to help preview the result of work directly on mobile devices
10	Microsoft	These all-Microsoft software's are used by us- Microsoft Office, Microsoft OneNote, Microsoft Teams, Microsoft OneDrive, Microsoft Forms, Microsoft Kaizala, Microsoft Lists, Microsoft Sway, Microsoft To Do, Microsoft Whiteboard, Microsoft Planner.
11	VISIO	Organize complex ideas visually. Get started with hundreds of templates, including flowcharts, timelines, floor plans, and more. Add and connect shapes, text, and pictures to show relationships in your data. Give diagrams a professional look with styles, effects, themes, and background.
12	Figma	The tool allows designers to create interactive prototypes effortlessly, facilitating a more comprehensive understanding of the user experience. Figma is a vector drawing program. Notably, one can create scalable shapes that look great at any size.

CORPORATE SOCIAL RESPONSIBILITY

Our Company is exempted from the provisions of section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility.

CAPACITY AND CAPACITY UTILIZATION

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

PROPERTIES

Since the Company is in service industry does not own any properties.

INTELLECTUAL PROPERTY

The Company has applied for registration for logo

with the following list of applications and classes:

S.No	Application No.	Class
01	6451019	35
02	6451020	41
03	6451021	42

INSURANCE

Our Company maintain insurance against various risks inherent in our business activities, including property damage caused by fire, earthquake, flood, explosion and similar catastrophic events that may result in physical damage to or destruction of our equipment or stocks as also burglary Insurance. Although we consider our insurance coverage to be of a type and level that is economically prudent, we cannot assure you that we will be able to maintain insurance at rate which we consider commercially reasonable or that such coverage will be adequate to cover any claims that may arise.

Overall, we generally maintain insurance covering our assets and operational to be appropriate for our business.

KEY INDUSTRIAL REGULATIONS AND POLICIES

We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the operations require sanctions and approvals from the concerned authorities, under the relevant Central and State legislations and local laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. The regulations set out below are not exhaustive and are only intended to provide general information to the bidders.

Laws in relation to our business

Telangana Entertainments Tax Rules, 1939-

The Telangana Entertainments Tax Rules, 1939, govern the collection and administration of entertainment tax within Telangana. These rules apply to various forms of entertainment such as cinemas, theatres, and amusement parks. They outline the procedure for imposing and collecting the tax, specifying the rates applicable to different types of entertainment. Providers of entertainment must register with tax authorities, collect the tax from patrons, and remit it to the government. They are required to file periodic returns and maintain detailed records of ticket sales and tax collections. The rules also grant tax authorities the power to inspect records and venues to ensure compliance, with penalties for non-compliance. While the historical framework of these rules remains significant, many aspects of entertainment tax have been integrated into the Goods and Services Tax (GST) system introduced in 2002, reflecting the evolving tax landscape**.**

Core Business Laws:

The Prasar Bharati (Broadcasting Corporation of India) Act, 1990

Pursuant to the enactment of the Prasar Bharati (Broadcasting Corporation of India) Act, 1990, the Prasar Bharati was set up as a statutory autonomous body on November 23, 1997. The Corporation is the public service Broadcaster in India and the primary duty of Prasar Bharati is to organize and conduct public broadcasting to inform, educate and entertain the public and to ensure a balanced development of broadcasting on radio and television. Prasar Bharati is also empowered to manage on behalf of the Central Government the broadcasting of external services and monitoring of broadcasts made by organizations outside India. Prasar Bharati has other objectives, some of which include upholding the unity and integrity of the country and the values enshrined in the Constitution of India, safeguarding the citizen’s right to be informed freely, truthfully and objectively on all matters of public interest, national or international, and presenting a fair and balanced flow of information including contrasting views without advocating any opinion or ideology of its own, and providing comprehensive broadcast coverage through the choice of appropriate technology and the best utilization of the broadcast frequencies available and ensuring high quality reception and expanding broadcasting facilities by establishing additional channels of transmission.

INDUSTRY SPECIFIC LAWS

The Cinematograph Act, 1952

The Cinematograph Act, 1952, (Cinematograph Actǁ), authorizes the Central Government to constitute a Board of Film Certification, (also known as the "Central Board of Film Certification" or "CBFC"), in accordance with the Cinematograph (Certification) Rules, 1983, (—Certification Rulesǁ), for sanctioning films for public exhibition in India. Under the Certification Rules, the producer of a film is required to apply in the specified format for certification of such film, with the prescribed fee. The film is examined by an examining committee, which determines whether, the film:

a. Is suitable for unrestricted public exhibition;

b. Or is suitable for unrestricted public exhibition, with a caution that the question as to whether any child below the age of 12 years may be allowed to see the film should be considered by the parents or guardian of such child; or
c. Is suitable for public exhibition restricted to adults; or
d. Is suitable for public exhibition restricted to members of any profession or any class of persons having regard to the nature, content and theme of the film; or
e. Is suitable for certification in terms of the above if a specified portion or portions be excised or modified there from; or
f. Is not suitable for unrestricted or restricted public exhibitions, i.e., that the film be refused a certificate.

A film will not be certified for public exhibition if, in the opinion of the CBFC, the film or any part of it is against the interests of the sovereignty, integrity or security of India, friendly relations with foreign states, public order, decency or morality, or involves defamation or contempt of court or is likely to incite the commission of any offence. Any applicant, if aggrieved by any order of the CBFC either refusing to grant a certificate or granting a certificate that restricts exhibition to certain persons only, may appeal to the Film Certification Appellate Tribunal constituted by the Central Government under the Cinematograph Act within thirty days from the date of such order.

The Cinematograph Film Rules, 1948

The Cinematograph Film Rules, 1948, (Cinematograph Rules‖), require a license to be obtained prior to storing any film, unless specifically exempted. Licenses for storage of films are granted for one year and must be renewed annually. Any person transporting, storing or handling films is required to ensure compliance with requirements pertaining to, inter alia, precautions against fire, storage of loose films, minimum specifications for aisle space, exits and electrical installations in storage rooms etc. The Cinematograph Rules also specify the procedure for transport of film, and application for, or renewal, transfer, refusal and cancellation of, licenses.

Telemarketing Laws

The Department of Telecommunications ("DoT") has framed telemarketing guidelines which regulate commercial messages transmitted through telecommunication services and are applicable to the telemarketing activities by our Company in relation to our business. These guidelines require any person or entity engaged in telemarketing to obtain registration from the DoT. Telemarketing guidelines were issued by the Telecom Regulatory Authority of India ("TRAI") as the Telecom Unsolicited Commercial Communications Regulations, 2007 (the "Unsolicited Communications Regulations"). The Unsolicited Communications Regulations required telemarketers to, inter alia, obtain registration and discontinue the transmission of unsolicited commercial messages to telephone subscribers registered with a national database established under the regulations. The Unsolicited Communications Regulations have now been replaced with the Telecom Commercial Communications Customer Preference Regulations, 2010 (the "Customer Preference Regulations"), issued by the TRAI on December 1, 2010. The Customer Preference Regulations prohibit the transmission of unsolicited commercial communication via calls or SMS, except commercial communication relating to certain categories specifically chosen by the subscribers, certain exempted transactional messages and any message transmitted on the directions of the Government or their authorized agencies, impose

Penalties on access providers for any violations, require setting-up customer complaint registration facilities by access providers and provide for blacklisting of telemarketers in specified cases. Further, the Customer Preference Regulations prohibit the transmission of commercial messages other than between 9 a.m. to 9 p.m. Under the Customer Preference Regulations, no person, or legal entity who subscribes to a telecom service provided by an access provider, may make any commercial communication without obtaining a registration as a telemarketer from the TRAI.

Legislations related to the Media and Broadcasting industry:

1. **The Standard of Quality of Service (Duration of Advertisement in Television Channels) Regulations, 2013**

   The Standard of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013 mandates the broadcasters to restrict the duration of advertisements and promotions in their channels to a maximum of 12 minutes in any given clock-hour as prescribed in the existing rules. In order to monitor and ensure compliance of these regulations, broadcasters are now also mandated to report the duration of advertisements carried in their channels to the Authority on quarterly basis in a proforma prescribed by the authority.

2. **The Telecom Regulatory Authority of India Act, 1997, as amended**

   The TRAI Act established the Telecom Regulatory Authority of India ("TRAI") and the Telecom Disputes Settlement and Appellate Tribunal ("TDSAT"). TRAI is the regulatory body for telecommunication services in India and TDSAT is a special court to adjudicate disputes relating to telecommunications and related services and to act as the appellate authority in respect of any directions, decisions and orders of TRAI. Pursuant to a notification No. 39, dated January 9, 2004 issued by the Ministry of Communications and Information Technology ("MCIT"), GoI, the television industry was brought under the ambit of TRAI by classifying “broadcasting and cable services” as telecommunications services. Under the TRAI Act, TRAI is empowered to make recommendations to the Central Government to issue licenses in connection with matters regarding timing for introduction of new service provider, and also the terms and conditions of license to a service provider. TRAI can also recommend revocation of license, and also monitors the quality of service, inspect the equipment used in the network and recommend the type of equipment to be used by the service providers.

3. **Permission for the use of Satellite News Gathering Technology under the up linking Guidelines**

   The use of satellite news gathering ("SNG") and digital satellite news gathering ("DSNG") equipment is restricted to certain types of users, the users of these equipment’s have to apply to the MIB and obtain permission. Press Information Bureau ("PIB") accredited content providers, are permitted to use SNG/DSNG for collection/ transmission of news/footage. These channels are permitted to use the technology to gather live news or footage and for point to point transmission, entertainment channels up linking from their own teleport are permitted to use SNG/DSNG for their approved channels, and for transfer of video feeds to the permitted teleport. All foreign channels, permitted entertainment channels uplinked from India and entities permitted to use SNG and/or DSNG equipment are required to seek temporary up linking permission for any live coverage/footage collection and transmission. up linking is to be carried out only in the encrypted mode, so as to be receivable only in closed user group and signals are down linked only at the permitted teleport of the licensee and uplinked for broadcasting through permitted satellite only through such teleports. Content collected through SNG and DSNG technology is required to conform to Programme and Advertisement Codes. Such companies are required to inform the MIB about placement of the terminals. The company would be required to take permission from the Wireless Planning and Co-ordination ("WPC"), unit of MIB, for the use of SNG and/or DSNG technology and for frequency authorization. The MIB can impose penalties for violations of the Unlinking Guidelines like suspension of the corresponding up linking licenses for various periods of time, and/or prohibitions on broadcasting material during the permission period.

4. The Telecommunication (Broadcasting and Cable Services) Interconnection Regulation, 2004, as amended

TRAI promulgated the Telecommunication (Broadcasting and Cable Services) Interconnection Regulation, 2004, as amended (the "Interconnection Regulation") effective from December 10, 2004, which covers arrangements among service providers for revenue sharing. An owner of a television channel or its designated distributor in India is not permitted to engage in any practice or enter into any understanding, including an exclusive contract, with any distributor of television channels that would prevent any other distributor from obtaining television channels for distribution. Every channel owner is required, upon request, to provide signals of its television channels to all distributors, including LCOs and MSOs. MSOs are also required, upon request, to re-transmit signals received from a channel owner on a non-discriminatory basis to LCOs. A person aggrieved by any discriminatory action is required to report such action to the concerned channel owner (or its designated distributor in India) or MSO, who must respond within a reasonable period of time, which shall not exceed 30 days. Prior to disconnecting a television channel signal, a channel owner or MSO is required to give three weeks' notice indicating the reasons for the proposed action. The Interconnection Regulations were amended in August 2006 (the "Interconnection Regulation Amendment") pursuant to which all channel owners or their designated distributors in India, MSOs and LCOs are required to mutually negotiate and finalise affiliation agreements in respect of CAS Notified Areas. The Interconnection Regulation Amendment also provides that any broadcaster of a Free-To-Air ("FTA") channel that intends to convert its channel to a pay channel, or vice-versa, must inform TRAI and give notice to the public one month before the scheduled conversion date. It is mandatory on the for broadcasters to offer pay channels on a-la-carte basis to DTH operators and such offering of channels on a-la-carte basis shall not prevent the broadcaster from offering such pay channels additionally in the form of bouquets.

5. Tariff Order

TRAI has on August 31, 2006, issued a notification providing inter alia, for tariff ceiling for "basic service tier", tariff for supply of set-top boxes and ceiling of maximum retail prices for pay channels in respect of CAS notified areas in Delhi, Mumbai, Kolkata and Chennai (the "Tariff Order"). The Tariff Order for pay channels provides that all pay channels are to be offered compulsorily on a-la-carte basis and bouquets can be offered with discounts in addition to the a-la-carte offer.

6. The Advertising Standards Council of India

The Advertising Standards Council of India (ASCI), established in 1985, is a self-regulatory organization for advertising content, ensuring the protection of the interests of consumers. ASCI was formed with the support of all four sectors connected with Advertising, viz. Advertisers, Advertising Agencies, Media (including Broadcasters and the Press) and others like PR Agencies, Market Research Companies etc. In 2007, the Government of India amended the Cable TV Network Rules Advertising Code by which ads which violates ASCI code cannot be permitted on TV. Further any consumer who now feels that a particular advertisement is in bad taste or is false in its claims can make a complaint of it in the council based on its code of Advertising Practice ("ASCI Code").

7. The News Broadcasters Association

The News Broadcasters Association (NBA) represents the private television news & current affairs broadcasters. It is the collective voice of the news & current affairs broadcasters in India .It is an organization funded entirely by its members. The NBA has presently 26 leading news and current affairs broadcasters (comprising 59 news and current affairs channels) as

its members. The NBA presents a unified and credible voice before the Government, on matters that affect the growing industry. The main objectives of NBA is to

i. To promote, aid, help, encourage, develop, protect and secure the interests of the News Broadcasters in the Indian television Industry and other related entities;
ii. To promote awareness about the latest developments in the television industry relating to News Broadcasting and to disseminate knowledge amongst its members and the general public regarding such developments;
iii. To provide for the members a place of meeting so as to enable them to work in consensus to achieve common goals for the overall betterment of their industry and to have a common platform/forum at which they may air their grievances and arrive at solutions;
iv. To promote the growth of friendly relations amongst the members and amongst persons engaged in the production and broadcasting of the television software and especially to encourage co-operation among the members so as to maximize mutual benefits;
v. To protect all its members from persons or entities who carry on unfair and/or unethical practices or who discredit the television industry;
vi. To ensure that no objects of the Company will be carried out without obtaining prior approval/ NOC from the concerned authority, wherever required;
vii. None of the main objects shall be carried out on commercial basis.

INFORMATION TECHNOLOGY ACT, 2000 AND INFORMATION TECHNOLOGY (REASONABLE SECURITY PRACTICES AND PROCEDURES AND SENSITIVE PERSONAL DATA OR INFORMATION) RULES, 2011.

The IT Act intends to (i) provide legal and lawful recognition to transactions carried out by several means of electronic data interchange involving alternatives to traditional paper-based methods of communication, correspondence and storage of information, (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for penal liability for publishing and transmitting obscene material in electronic form. The IT Act 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 or situated in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. 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. The IT Act prescribes for both civil and criminal liabilities which also include fines and imprisonment for computer related offences including those relating to unauthorized or unpermitted access to computer systems, tampering or in any way altering with or unauthorised 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, among others.

DIGITAL PERSONAL DATA PROTECTION ACT, 2023

This act was first introduced as a bill in 2019 as The Personal Data Protection Bill, 2019. The bill was introduced in Lok Sabha by the Minister of Electronics and Information Technology, Mr. Ravi Shankar Prasad, on December 11, 2019. The act received the assent of the President on the 11th of August 2023 and came into force. The act aims to provide for protection of the privacy of

individuals relating to their personal data, specify the flow and usage of personal data, create a relationship of trust between persons and entities processing the personal data, protect the fundamental rights of individuals whose personal data are processed, to create a framework for organizational and technical measures in processing of data, laying down norms for social media intermediary, cross-border transfer, accountability of entities processing personal data, remedies for unauthorized and harmful processing, and to establish a Data Protection Authority of India for the said purposes and for matters connected there with or incidental thereto.

LABOUR LAWS

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to our Company in India.
EMPLOYEES' COMPENSATION ACT, 1923, AS AMENDED. The Employee's Compensation Act, 1923 came into force on July 1, 1924. The act has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for industrial accidents and occupational diseases resulting in the death or disablement of such workmen. The Indian Parliament approved certain amendments to the Employee's Compensation Act, 1923, as amended, to substitute, inter-alia, and references to "workmen" with "employees" including in the name of the statute. The amendment came into force on January 18, 2010. Under the Employees' Compensation Act, if personal injury is caused to an employee by accident arising out of and in the course of employment, the employer would be liable to pay such employee compensation in accordance with the provisions of the Employees' Compensation Act. However, no compensation is required to be paid (i) if the injury does not disable the employee for a period exceeding three days, (ii) where the employee, at the time of injury, was under the influence of drugs or alcohol, or (iii) where the employee wilfully disobeyed safety rules or wilfully removed or disregarded safety devices.

The Competition Act 2002 (the "Competition Act")

The Competition Act is an act to prevent practices having an adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with the prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India ("Commission") is to eliminate practices having an adverse effect on competition, promote and sustain competition, protect the interests of consumers and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may extend to ₹100,000 for each day during such failure subject to a maximum of ₹10,000,000, as the Commission may determine.

STATUTORY AND COMMERCIAL LAWS THE COMPANIES ACT, 2013:
The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and

that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 1956:
The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013:
The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate. Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

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

Consumer Protection Act, 2019

Few of the provisions of The Consumer Protection Act, 2019 (“COPRA”) have been notified vide notification No. S.O. 2421(E), dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However, the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

The Transfer of Property Act, 1882

The Transfer of Property Act, 1882 ("TP Act") as amended, establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property

that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingencies and vested interest in the property. It also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 ("Sale of Goods Act") governs the contracts relating to sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. The Sale of Goods Act is complimentary to the Indian Contract Act, 1872, and the unrepelled provisions of the Indian Contract Act, 1872, save in so far as they are inconsistent with the express provisions of the Sale of Good Act, and continue to apply to contracts for the sale of goods. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Indian Contract Act, 1872:

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

FOREIGN REGULATIONS

The Foreign Trade (Development and Regulation) Act, 1992 ("FTA")
In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

Foreign Exchange Management Act, 1999

When a business enterprise imports goods from other countries, exports its products to them or makes investments abroad, it deals in foreign exchange. Foreign Exchange Management Act, 1999 (—FEMAll) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

FEMA REGULATIONS

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the

specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

The Public Liability Insurance Act, 1991(PLI Act)

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. Every owner (in the case of a company, any of its directors, managers, secretaries or other officers who is directly in charge of, and is responsible to the company for the conduct of the business of the company) is obligated to take out, before he starts handling any hazardous substance, one or more insurance policies providing for contracts of insurance thereby he is insured against liability to give relief under the PLI Act. The said insurance policy shall be for a minimum amount of the paid-up capital of the Company and not exceeding fifty crore rupees.

The Negotiable Instruments Act, 1881(NI Act)

In India, the laws governing monetary instruments such as cheques are contained in the NI Act, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act,1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid.

LAWS RELATING TO LABOUR AND EMPLOYMENT

As part of business of the Company it is required to comply from time to time with certain laws in relation to the employment of labour. A brief description of certain labour legislations which are applicable to the Company is set forth below:

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department.

Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

This Act provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

a. The Employees Provident Fund Scheme: As per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.
b. The Employees' Pension Scheme: Employees' Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee's pay shall be remitted by the employer to the Employees' Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the Employees' Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 per cent of the pay of the members of the Employees' Pension Scheme and credit the contribution to the Employees' Pension Fund.
c. The Employees Deposit Linked Insurance Scheme: As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 ("PoB") Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

The Equal Remuneration Act, 1976 ("Equal Remuneration Act") and Equal Remuneration Rules, 1976

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act, 1976 was implemented. The Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc.

The Maternity Benefit Act, 1961("Maternity Act")

The Maternity Benefit Act, 1961 was enacted by Parliament in the Twelfth Year of the Republic of India to regulate the employment of women in certain establishments for certain periods before and after child-birth and to provide for maternity benefit and certain other benefits.

The Employees" State Insurance Act, 1948 (the "ESI Act")

The promulgation of Employees' State Insurance Act, 1948 envisaged an integrated need based social insurance scheme that would protect the interest of workers in contingencies such as sickness, maternity, temporary or permanent physical disablement, death due to employment injury resulting in loss of wages or earning. All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act requires all the employees of the factories and establishments to

which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

The Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution. The act provides for payment of equal remuneration to men and women workers and for prevention of discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary. The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years: (a) on his/her superannuation; (b) on his/her retirement or resignation; (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply) A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

Telangana Shops and Establishments Act, 1988,

The Telangana Shops and Establishments Act, 1988, regulates the working conditions in shops, commercial establishments, and similar entities across Telangana. It mandates the registration of establishments with local authorities, requiring renewal at specified intervals. The Act sets a maximum of 9 working hours per day and 48 hours per week, with overtime requiring double pay. Employees are entitled to rest breaks, weekly holidays, and paid leave on public holidays. The Act stipulates timely wage payments, prohibits unauthorized deductions, and ensures compliance with health and safety standards, including maintaining a hygienic work environment. It also covers employment terms, including notice periods for termination and severance pay. Employers must keep detailed records of employment, wages, and working hours, which are subject to inspection by designated authorities. Compliance with the Act is overseen by the Chief Inspector of Shops and the Labour Commissioner, with updates and amendments regularly issued by the Telangana Labour Department.

Indecent Representation of Women (Prohibition) Act, 1986

This is an Act to prohibit indecent representation of women through advertisements or in publications, writings, paintings, and figures or in any other manner and for matters connected therewith or incidental thereto.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or

making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

Child Labour (Prohibition and Regulation) Act, 1986:

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited. The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957 Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (IDA) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

The Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made thereunder are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an Importer Exporter Code.

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act"):

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

Consumer Protection Act, 2019 ("COPRA, 2019"):

COPRA, 2019 came into force on August 9, 2019, replacing the Consumer Protection Act, 1986. It has been enacted with an intent to protect the interests of consumers and to establish competent authorities in order to timely and effectively administer and settle consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to

regulate, among other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. In order to address the consumer disputes 'redressal mechanism, it provides a mechanism (three tire consumer redressal mechanism at national, state and district levels) for the consumers to file a complaint against a trader or service provider. COPRA, 2019 provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The scope of the punitive restraint measures employed by the act include both – monetary penalties for amounts as high as Rs. 50 lac to imprisonment which may extend to life sentences, for distinct offences under the act.

Laws related to Intellectual Property Rights

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- The Copyrights Act, 1957
- The Trademarks Act, 1999

The Patents Act, 1970:

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyrights Act, 1957:

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, interalia, and right of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

The Trademarks Act, 1999 ("TM Act"):

The Trademarks Act, 1999 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 for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Designs Act, 2000 (Designs Act):

The Designs Act prescribes for the registration of designs. The Designs Act specifically lays down the essentials of a design to be registered and inter alia, provides for application for registration of designs, copyright in registered designs, etc. A 'Design' means only the features of shape, configuration, pattern, ornament or composition of lines or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, trademarks and copyrights. Any person claiming to be the proprietor of a new or original design may apply

for registration of the same before the Controller- General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

Arbitration and Conciliation Act, 1996

This Arbitration and Conciliation Act, 1996 ("Arbitration Act") was enacted by the Parliament to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards and also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Arbitration Act is to comprehensively domestic arbitration and conciliation; to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration; to provide that the arbitral tribunal gives reasons for its arbitral award; to ensure that the arbitral tribunal remains within the limits of its jurisdiction; to minimize the supervisory role of courts in the arbitral process; to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings; to encourage settlement of disputes; to provide that every final arbitral award is enforced in the same manner as if it was a decree of the court; to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal; and to provide for enforcement of foreign awards.

Environmental Laws

Our Company is subject to Indian laws and regulations concerning environmental protection. The, principal environmental regulations applicable to industries in India are the Water (Prevention and Control of Pollution) Act, 1974, the Water Access Act, 1977, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. Further, environmental regulations require a company to file an Environmental Impact Assessment (EIA) with the State Pollution Control Board (PCB) and the Ministry of Environment and Forests (MEF) before undertaking a project entailing the construction, development or modification of any plant, system or structure. If the PCB approves the project, the matter is referred to the MEF for its final determination. The estimated impact that a particular project might have on the environment is carefully evaluated before granting clearances. When granting clearance, conditions may be imposed and the approving authorities may direct variations to the proposed project.

The Environment (Protection) Act, 1986 ("Environment Act")

The Environment Act has been enacted with the objective of protection and improvement of the environment. Under the Environment Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process. The Environment Act also contains provisions with respect to furnishing information to authorities in certain cases, the establishment of environment laboratories and the appointment of government analysts. The Environment Act prescribes penalties in form of fine, imprisonment or both, in case of non-compliance with the Environment Act or the rules thereunder.

Labour Laws

The Code on Wages, 2019:

The new Code replaces the following four laws: (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv)the Equal Remuneration Act, 1976. Under the Act, the Central Government shall determine wage-related provisions in railways, mines, oil fields, etc., while the State Government is empowered to take such decisions in relation to other employments.

The Code on Social Security, 2020:

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft Rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers. In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our labourers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

Employees Deposit Linked Insurance Scheme, 1976:

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995:

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

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

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

The Occupational Safety, Health and Working Conditions Code, 2020:
Certain other laws and regulations that may be applicable to our Company in India include the following:

- Public Liability Insurance Act, 1991 (“PLI Act”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Payment of Gratuity Act, 1972.
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition)
  Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 (“EC Act”) and the rules framed thereunder
- Minimum Wages Act, 1948 (“MWA”) and the rules framed thereunder

Indecent Representation of Women (Prohibition) Act, 1986

This is an Act to prohibit indecent representation of women through advertisements or in publications, writings, paintings, and figures or in any other manner and for matters connected therewith or incidental thereto.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women at workplace and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident.

If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

Child Labour (Prohibition and Regulation) Act, 1986:

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited. The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957 Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947(IDA) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

Telangana Shops and Establishments Act, 1988,

The Telangana Shops and Establishments Act, 1988, regulates the working conditions in shops, commercial establishments, and similar entities across Telangana. It mandates the registration of establishments with local authorities, requiring renewal at specified intervals.
The Act sets a maximum of 9 working hours per day and 48 hours per week, with overtime requiring double pay. Employees are entitled to rest breaks, weekly holidays, and paid leave on public holidays. The Act stipulates timely wage payments, prohibits unauthorized deductions, and ensures compliance with health and safety standards, including maintaining a hygienic work environment. It also covers employment terms, including notice periods for termination and severance pay. Employers must keep detailed records of employment, wages, and working hours, which are subject to inspection by designated authorities.
Compliance with the Act is overseen by the Chief Inspector of Shops and the Labour Commissioner, with updates and amendments regularly issued by the Telangana Labour Department.

The Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made thereunder are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an Importer Exporter Code.

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

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory

committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

Consumer Protection Act, 2019 ("COPRA, 2019"):

COPRA, 2019 came into force on August 9, 2019, replacing the Consumer Protection Act, 1986. It has been enacted with an intent to protect the interests of consumers and to establish competent authorities in order to timely and effectively administer and settle consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, among other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. In order to address the consumer disputes 'redressal mechanism, it provides a mechanism (three tire consumer redressal mechanism at national, state and district levels) for the consumers to file a complaint against a trader or service provider. COPRA, 2019 provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The scope of the punitive restraint measures employed by the act include both – monetary penalties for amounts as high as Rs. 50 lac to imprisonment which may extend to life sentences, for distinct offences under the act.

Laws related to Intellectual Property Rights

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- The Copyrights Act, 1957
- The Trademarks Act, 1999

The Patents Act, 1970:

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyrights Act, 1957:

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, interalia, and right of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

The Trademarks Act, 1999 ("TM Act"):

The Trademarks Act, 1999 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 for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Designs Act, 2000 (Designs Act):

The Designs Act prescribes for the registration of designs. The Designs Act specifically lays down the essentials of a design to be registered and inter alia, provides for application for registration of designs, copyright in registered designs, etc. A 'Design' means only the features of shape, configuration, pattern, ornament or composition of lines or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, trademarks and copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same before the Controller- General of Patents, Designs and Trademarks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

Arbitration and Conciliation Act, 1996

This Arbitration and Conciliation Act, 1996 ("Arbitration Act") was enacted by the Parliament to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards and also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Arbitration Act is to comprehensively domestic arbitration and conciliation; to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration; to provide that the arbitral tribunal gives reasons for its arbitral award; to ensure that the arbitral tribunal remains within the limits of its jurisdiction; to minimize the supervisory role of courts in the arbitral process; to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings; to encourage settlement of disputes; to provide that every final arbitral award is enforced in the same manner as if it was a decree of the court; to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal; and to provide for enforcement of foreign awards.

Environmental Laws

Our Company is subject to Indian laws and regulations concerning environmental protection. The, principal environmental regulations applicable to industries in India are the Water (Prevention and Control of Pollution) Act, 1974, the Water Access Act, 1977, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. Further, environmental regulations require a company to file an Environmental Impact Assessment (EIA) with the State Pollution Control Board (PCB) and the Ministry of Environment and Forests (MEF) before undertaking a project entailing the construction, development or modification of any plant, system or structure. If the PCB approves the project, the matter is referred to the MEF for its final determination. The estimated impact that a particular project might have on the environment is carefully evaluated before granting clearances. When granting clearance, conditions may be imposed, and the approving authorities may direct variations to the proposed project.

The Environment (Protection) Act, 1986 ("Environment Act")

The Environment Act has been enacted with the objective of protection and improvement of the environment. Under the Environment Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the

environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process. The Environment Act also contains provisions with respect to furnishing information to authorities in certain cases, the establishment of environment laboratories and the appointment of government analysts. The Environment Act prescribes penalties in form of fine, imprisonment or both, in case of non- compliance with the Environment Act or the rules thereunder.

Regulation of Foreign Investment:

Foreign investment in Indian securities is governed by the provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA") read with the applicable FEMA Rules. Foreign Direct Investment ("FDI") Policy consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the Department of Industrial Policy and Promotion ("DIPP"). Consolidated FDI Policy will be valid until the DIPP issues an updated circular. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, where approval from the Government or the Reserve Bank of India ("RBI") is required, depending upon the sector in which foreign investment is sought to be made. Under the automatic route, the foreign investor or the Indian company does not require any approval of the RBI or Government for investments. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. Subject to the provisions of the Consolidated FDI Policy, FDI is allowed under the automatic route in the green field pharmaceutical projects up to 100% and in the brownfield pharmaceutical projects up to 74% under the automatic route and beyond 74% under the approval route.

TAX RELATED LAWS

The Income Tax Act, 1961

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its ―Residential Status‖ and Type of Income‖ involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assesses. Furthermore, it requires every taxpayer to apply to the assessing officer for a permanent account number.

The Professional Tax

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

earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Central Goods and Services Tax Act, 2017

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

Integrated Goods and Services Tax Act, 2017

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

OTHER LAWS

Municipality Laws:

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Importer Exporter Code

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/units/factories.

Property related laws:

The Company is required to comply with Central and State laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act,

1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882. In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states. Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate. Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

Transfer of Property Act, 1882(T.P. Act)

The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908:

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

Legislations pertaining to Stamp Duty

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

instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

Limitation Act, 1963

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation‘ means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period‘ means the period of limitation computed in accordance with the provisions of this Act.

The Indian Stamp Act, 1899:

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

The Electricity Act, 2003 (the Electricity Act"):

The Electricity Act was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorising a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days' notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police, as the case may be, containing the particulars of electrical installation and plant if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorises the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorises the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

Approvals from Local Authorities:

Setting up of a factory or manufacturing entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Other regulations:

In addition to the above, the Company is required to comply with the provisions of the any other applicable statutes imposed by the Centre or the State for its day-to-day operations.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities. In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as “Omnistar Advertising Private Limited” as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated January 25, 2022, issued by the Registrar of Companies, Central Registration Centre. Thereafter, pursuant to a special resolution passed by the shareholders of our Company passed in their meeting on September 28, 2023, the name of our Company was changed to ‘Omnistar Entertainment.Com Private Limited’, and a fresh certificate of incorporation dated October 21, 2023, was issued to our Company by the RoC. Thereafter, our Company was converted into a public limited company pursuant to Board Resolution dated October 30, 2023 and thereafter special resolution passed by the shareholders of our Company passed in their meeting on December 01, 2023, pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Hyderabad on December 13, 2023.

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

The company has not changed its registered address since its incorporation.

MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION

The main objects contained in the Memorandum of Association are as mentioned below:

Clause	Particulars
III(A)	1. To carry on the business of both pre and post production, VFX, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios, and cinematographic shows and exhibitions. 2. To carry on in India or outside India or elsewhere the business to present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modeling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies. 3. To provide on such terms as may seem expedient all or any of the management, secretarial, advertising, publicity, accountancy, merchandising, personal and social facilities and services required or used in connection with their professional engagements by artistes and others engaged in theatrical, film, radio, television entertainment or sporting activities. 4. To carry on business as traders and agents, suppliers and commission agents in relation to the content creation in any form or shape produced or supplied by any company or firm, association of persons, body (whether incorporated or not), government, semi government or any local authority. 5. To carry on the business of Software and Hardware designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer softwares and hardwares and solutions, and to import, export, sell, purchase, distribute, host or otherwise deal in own and third party computer software packages, hardware packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications

Clause	Particulars
	services provider mode via internet or otherwise and to carry on the business of conducting trade & Commerce of all the activities pertaining to the services of Information Technology (IT) and Information Technology Enabled Services (ITeS) including its Softwares and Hardwares, etc. 6. To undertake the business of advertising including booking of advertisements for clients in newspapers, magazines, television and other audio-visual, print medium and media and publicity, mass communication, consumer research, industrial and sociological research, market, research, graphic designing including product package and exhibition designing, photography for advertising, industrial and journalistic purpose, to set up, conduct and exploit business opportunities for outdoor advertising in general and to engage in the business of outdoor advertising media and signage and in particular large format spectacular displays, to manufacture and maintain media and signage products, to market media and signage products including advertising techniques and packaging, to carry out and engage in any other signage related business, to produce and distribute documentary and/or advertising films for any purpose, to manufacture, construct, prepare, compose, design, purchase or otherwise deal in and with advertising and publicity devices, media or every verity and means or kind, to act as printers, publishers, distributors of any print and other publications and to render consultancy services and provide turnkey solutions in all types and kinds of advertising, publicity and related business. 7. To undertake the business of, and to work as consultants and on, advertising, publicity, public relations press relations and mass communication, all types of consumer market, industrial, sociological and advertising research, graphic designing including product packaging exhibition, designing, photography, photo type setting computerized desktop publish printing, litho work and manufacturing advertising objects, novelties, packaging and other advertising materials and to carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and indoor, newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio visual display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever. 8. To advise individuals, firms, companies, corporations and others anywhere in the world on best methods of advertising products, processes and services and to act as consultants and agents and to deal with newspapers, magazines, T.V., radio and other media on behalf of clients, to undertake advertising and promotional campaigns of all kinds on behalf of clients and to carry on any other business which may be usefully carried on with the business of the company. 9. To carry on business as business consultants, market research consultants, valuers and estate agents and to act as intermediaries in respect of sellers, purchasers and manufacturers. 10. To carry on business of commodity trading by way of (including commodity derivatives) broking, trading and hedging and to act as brokers and traders in all commodities and commodity derivatives and to provide the service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity

Clause	Particulars
	derivatives.

The main objects, as contained in our MoA, enable our Company to carry on the businesses presently being carried out by it.

Amendments to our Memorandum of Association in the last 5 Years

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Shareholders' resolution/ Effective date	Amendments
September 28, 2023	Clause I of the MoA was amended to reflect the change in name of our Company from Omnistar Advertising Private Limited to Omnistar Entertainment.Com Private Limited
	Clause III(A) of the Memorandum of Association of our Company was amended to insert following sub- clause 3, after the existing sub- clause 2 3. "To provide on such terms as may seem expedient all or any of the management, secretarial, advertising, publicity, accountancy, merchandising, personal and social facilities and services required or used in connection with their professional engagements by artistes and others engaged in theatrical, film, radio, television entertainment or sporting activities. 4. To carry on business as traders and agents, suppliers and commission agents in relation to the content creation in any form or shape produced or supplied by any company or firm, association of persons, body (whether incorporated or not), government, semi government or any local authority. 5. To carry on the business of Software and Hardware designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer softwares and hardwares and solutions, and to import, export, sell, purchase, distribute, host or otherwise deal in own and third party computer software packages, hardware packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or

Date of Shareholders' resolution/ Effective date	Amendments
	otherwise and to carry on the business of conducting trade & Commerce of all the activities pertaining to the services of Information Technology (IT) and Information Technology Enabled Services (ITeS) including its Softwares and Hardwares, etc. 6. To undertake the business of advertising including booking of advertisements for clients in newspapers, magazines, television and other audio-visual, print medium and media and publicity, mass communication, consumer research, industrial and sociological research, market, research, graphic designing including product package and exhibition designing, photography for advertising, industrial and journalistic purpose, to set up, conduct and exploit business opportunities for outdoor advertising in general and to engage in the business of outdoor advertising media and signage and in particular large format spectacular displays, to manufacture and maintain media and signage products, to market media and signage products including advertising techniques and packaging, to carry out and engage in any other signage related business, to produce and distribute documentary and/or advertising films for any purpose, to manufacture, construct, prepare, compose, design, purchase or otherwise deal in and with advertising and publicity devices, media or every verity and means or kind, to act as printers, publishers, distributors of any print and other publications and to render consultancy services and provide turnkey solutions in all types and kinds of advertising, publicity and related business. 7. To undertake the business of, and to work as consultants and on, advertising, publicity, public relations press relations and mass communication, all types of consumer market, industrial, sociological and advertising research, graphic designing including product packaging exhibition, designing, photography, photo type setting computerized desktop publish printing, litho work and manufacturing advertising objects, novelties, packaging and other advertising materials and to carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and indoor, newspapers, magazines, books, screens, slides, walls, buses,

Date of Shareholders' resolution/ Effective date	Amendments
	railways, other transport vehicles and public places, audio visual display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever. 8. To advise individuals, firms, companies, corporations and others anywhere in the world on best methods of advertising products, processes and services and to act as consultants and agents and to deal with newspapers, magazines, T.V., radio and other media on behalf of clients, to undertake advertising and promotional campaigns of all kinds on behalf of clients and to carry on any other business which may be usefully carried on with the business of the company. 9. To carry on business as business consultants, market research consultants, valuers and estate agents and to act as intermediaries in respect of sellers, purchasers and manufacturers. 10. To carry on business of commodity trading by way of (including commodity derivatives) broking, trading and hedging and to act as brokers and traders in all commodities and commodity derivatives and to provide the service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives."
December 01, 2023	Clause I of the MoA was amended to reflect the change in name of our Company from Omnistar Entertainment.Com Private Limited to Omnistar Entertainment.Com Limited
December 18, 2023	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each to ₹ 80,000,000 divided into 80,00,000 Equity Shares of ₹10 each.

1. Corporate profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see "Our Business", "Our Management", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" on pages 120, 176,239 and 32.

2. Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There have been no defaults or rescheduling/restructuring of our outstanding borrowings availed by our Company from financial institutions or banks.

3. 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.

4. Time and/or cost overruns

There have been no time and cost overrun in respect of the business operations of our Company.

5. Capacity / facility creation, location of plants

Our Company does not operate any manufacturing facilities or plants

6. Shareholders' Agreements

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreements among our Shareholders vis-a-vis our Company, which our Company is aware of.

7. Holding company

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

8. Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last 2 years

As on the date of this Draft Red Herring Prospectus, our Company has not entered any acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last 2 years

9. Other Agreements

Neither our Promoters nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business.

OTHER DETAILS ABOUT OUR COMPANY

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price" on pages 120, 247 and 85 respectively. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled *"Our Management" and "Capital Structure"* beginning on page 174 and 58 respectively.

Subsidiaries

As on the date of this Draft Red Herring Prospectus, no subsidiary company.

Our associates or joint ventures

Our Company has no associates or joint ventures as on the date of this Draft Red Herring Prospectus.

Revaluation of assets in the last 5 years

Our Company has not revalued its assets in the 5 years preceding the date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

In terms of our Articles of Association, our Company is required to have not less than 3 directors and not more than 15 directors as on the date of this Draft Red Herring Prospectus.

As of the date of this Draft Red Herring Prospectus, our Board comprises of Eight Directors, of whom two are Executive Directors, two are Non-Executive Directors and four are Independent Directors.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus.:

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships[#1]
Balachandar Mallicarjunan **Date of Birth**: October 07, 1971 **Age (years):** 52 **Address:** A5 Alacrity Sankalpa Apartments, Jayaram Street, Thiruvanmiyur, Chennai-600041, Tamilnadu **Occupation:** Business **Term:** 5 years **Period of Directorship: Director since** August 27, 2024 **DIN:** 02678590	**Managing Director**	*Indian Companies: Private Limited Companies* Kalexton Realty Private Limited Acloud Solutions Private Limited MN Sax Int Ventures Private Limited
Vineet Raj Mathur **Date of Birth**: January 30, 1987 **Age (years):** 37 **Address:** 7-1-215/A, Balkampet, Ameerpet, Hyderabad - 500016 **Occupation:** Business **Term:** 5 years **Period of Directorship:** Since January 25, 2022 **DIN:** 09480486	**Executive Director**	*Nil*

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships[#1]
Anusha Mathur **Date of Birth**: November 10, 1991 **Age (years):** 32 **Address:** 7-1-215/A, Balkampet, Ameerpet, Hyderabad - 500016 **Occupation:** Business **Period of Directorship:** Since September 30, 2023 **DIN:** 10330305	**Non-Executive woman director**	*Nil*
Kunal Raj Mathur **Date of Birth**: October 18, 1982 **Age (years):** 41 **Address:** 7-1-216/2/1, D K Road, Balkampet, Ameerpet, Hyderabad - 500016 **Occupation:** Business **Period of Directorship:** Since September 30, 2023 **DIN:** 10330336	Non- Executive Director	*Nil*
Sushant Mohan Lal **Date of Birth**: May 07, 1980 **Age (years):** 44 **Address:** Flat No 502, Ridgewood Residency, Plot No 110, Street No 3, West Marredpally, Secunderabad, Hyderabad, Telangana 500026 **Occupation:** Business **Term:** 05 Years **Period of Directorship:** Since August 27, 2024 **DIN:** 01227151	**Independent Director**	*Indian Companies Public Limited Companies:* Decipher Labs Limited **LLPs:** Gincom Ventures LLP

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships[#1]
Mehul Devidas Nayak **Date of Birth**: December 27, 1980 **Age (years): 43** **Address:** B/4, 201, Omkar Apartment, Rani Sati Marg, Dhanji Wadi, Malad (East), Mumbai, Maharastra -400097 **Occupation: Business** **Term:** 05 years **Period of Directorship:** Since August 27, 2024 **DIN:** 07747980	Independent Director	*Nil*
Rahul Patlolla **Date of Birth**: December 06, 1997 **Age (years):** 26 **Address:** H.No 5-148/36N, Ms Homes Colony, Near Fusion International School, Ameenpur, Sangareddy District, Telangana, 502032 **Occupation:** Self Employed **Term: 05 Years** **Period of Directorship:** Since August 27, 2024 **DIN:** 10696064	Independent Director	*Nil*

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships[#1]
Sailesh Srivastava **Date of Birth**: May 14, 1961 **Age (years):** 63 **Address:** 7- 1-215/A, Dk Road Balkampet, Flat No 201 Raj Royal, Majestic Apts , Begumpet, Hyderabad- 500016, Telangana **Occupation:** Professional **Term:** 05 years **Period of Directorship:** Since August 27, 2024 **DIN:** 10696148	**Independent Director**	*Nil*

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Brief profiles of Our Directors

Mr. MALLICARJUNAN BALACHANDAR

Mr. Mallicarjunan Balachandar serves as the Managing Director of our company. A highly experienced finance professional, he brings over three decades of expertise in various roles, including advisor and finance consultant. As a qualified Cost Accountant, he oversees the overall performance of our company, contributes to the development of growth strategies, and provides guidance and direction to our key managerial personnel.

Mr. VINEET RAJ MATHUR

Mr. Vineet Raj Mathur is an Executive Director of our company, having been with us since incorporation. He is responsible for overseeing the operations and driving the expansion of our business. Additionally, he supervises various functions within the company, including finance, production, and compliance.

Mr. Mathur holds a Master of Business Administration (MBA) degree, and his presence has introduced valuable age diversity to the Board. He brings extensive expertise in administration and related areas, enhancing the company's overall management.

Mrs. ANUSHA MATHUR

Mrs. Anusha Mathur serves as a Non-Executive Director of our company, joining the Board on September 23rd, 2023. She holds a Master of Technology degree.

Her appointment has significantly enhanced the Board's composition by bringing diverse perspectives and insights that enrich strategic decision-making and governance. Mrs. Mathur's

unique experiences and viewpoints contribute to a more comprehensive understanding of market dynamics and stakeholder needs, fostering innovation and improving the representation of diverse consumer demographics.

As a female director, she plays a crucial role in addressing gender imbalances and promoting inclusivity within the boardroom, creating a more equitable and dynamic leadership environment. By championing diversity and inclusion, she contributes to the development of more effective policies and practices, ultimately leading to improved organizational performance and resilience. Her presence not only broadens the range of perspectives but also strengthens the Board's ability to navigate complex challenges and seize new opportunities

Mr. KUNAL RAJ MATHUR

Mr. Kunal Raj Mathur serves as a Non-Executive Director of the Company, joining the Board on September 23rd, 2023. He holds a graduate degree and brings several years of experience in the entertainment industry.

With a strong background in creating, managing, and distributing content across various platforms, Mr. Mathur has developed expertise in broadcasting, production, and digital media. His deep understanding of media trends and technologies, along with his ability to navigate the dynamic landscape of the industry and adapt to evolving technologies and audience preferences, makes him a valuable addition to the Company. His insights will play a key role in shaping and delivering impactful media experiences.

Mr. SUSHANT MOHAN LAL

Mr. Sushant Mohan Lal is an Independent Director of the Company, having joined the Board on July 12th, 2024. He holds an MBA degree from Kansas University, USA.

Mr. Lal brings expertise in overseeing and guiding the strategic direction of organizations. He has significant experience in key decision-making processes, including setting long-term goals, developing policies, and ensuring that the company’s operations align with its objectives. His ability to manage teams, allocate resources, and collaborate with other directors is instrumental in driving growth and efficiency.

With a strong focus on leadership, strategic planning, and management and plays a crucial role in shaping the company’s vision and ensuring its successful execution

Mr. MEHUL DEVIDAS NAYAK

Mr. Mehul Devidas Nayak is also an Independent Director of the Company, having joined the Board on July 12th, 2024.

With over two decades of experience in the film industry and event management, Mr. Nayak has established himself as a prominent figure in the sector. His extensive background includes 15 years in the Gujarati music industry as an event management owner and musician, performing with renowned bands and celebrity artists. His responsibilities have involved developing compelling narratives, managing production processes, and ensuring that content resonates with audiences.

Through his expertise and efforts, Mr. Nayak contributes to the Company by creating captivating entertainment that informs, entertains, and influences public perception and culture.

Mr. RAHUL PATLOLLA

Mr. Rahul Patlolla is an Independent Director of the Company, holding Independent Director's Databank Registration No. IDDB-NR-202407-061696. He also possesses a graduate degree and has been associated with the Company since July 12th, 2024.

Mr. Patlolla brings over six years of expertise in accounts, finance, and secretarial compliance, diligently fulfilling his responsibilities as an independent director of the Company. He began his career in accounting, where he developed strong skills in financial reporting and auditing. His focus later expanded to insolvency, where he successfully assisted in filing resolution plans in the Corporate Insolvency Resolution Process (CIRP) and guided companies through financial distress.

He is well-versed in regulatory compliance, ensuring that all financial practices adhere to strict legal and industry standards. His deep understanding of financial management and legal requirements has been instrumental in helping organizations navigate challenging economic conditions while maintaining operational integrity. Known for his analytical acumen and strategic approach, Mr. Patlolla continues to play a pivotal role in optimizing financial health and ensuring compliance across various sectors.

Mr. SAILESH SRIVASTAVA

Mr. Sailesh Srivastava, a member of the Institute of Chartered Accountants of India, was appointed as an Independent Director of the Company, joining on July 12th, 2024.

Throughout his career, Mr. Srivastava has been exposed to a wide range of financial situations, making him a well-rounded professional. His experience spans across auditing, financial reporting, tax planning, and consultancy, where he has successfully navigated complex financial scenarios. His problem-solving skills and ability to adapt to the evolving landscape of financial regulations and technologies are key assets that will contribute to the Company's growth.

Mr. Srivastava has a proven track record in evaluating and improving processes, conducting thorough audits, identifying operational enhancements, and ensuring compliance with all relevant regulations. His expertise will be instrumental in driving the Company's success and maintaining its financial integrity.

CONFIRMATIONS

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company. 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 his/her directorship in such company.

Except as stated above and as disclosed in "Our Management –Relationship among Key Managerial Personnel and/or Senior Management Personnel", our directors are not related to any of the Key Managerial Personnel of our Company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Borrowing Powers of our Board

Pursuant to our Articles of Association, resolution passed by our Board at their meeting held on July 23, 2024 and resolution passed by our Shareholders at their meeting held on August 05, 2024, our Board is authorized to borrow, enhance and grant facility for the general, working capital and such other corporate purposes, from time to time as deemed by it to be requisite and

proper, such that the monies to be borrowed together with the monies already borrowed by our Company do not exceed Rs. 100 Crores (Rupees Hundred Crore Only) in excess of the aggregate of the paid share capital and free reserves of our Company as per its latest annual audited financial statements, apart from temporary loans obtained from the bankers of our Company in the ordinary course of business.

Further, pursuant to the resolution passed by our Board at their meeting held on July 23, 2024 and resolution passed by our Shareholders at their meeting held on August 05, 2024, the Board has been authorized to mortgage/ charge/ hypothecate all or any of the immoveable or moveable properties of the Company including under hire purchase scheme both present and future and/ or whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board may deem fit, for securing any loans and/or advances already obtained or that may be obtained from bank(s), financial institution(s), others, entities or any combination thereof from time to time and at any time and in one or more tranches. However, the total underlying charge created/to be created shall not exceed Rs. 100 Crores (Rupees Hundred Crore Only) at any time.

Terms of appointment of our Directors including Chief Financial Officer

Mallicarjunan Balachandar, Managing Director in our Company and has been associated with our Company since July 12, 2024. He was appointed as a Managing Director of our Company pursuant to the resolution passed by our Board at its meeting dated July 12, 2024 and the Ordinary resolution passed by our Shareholders' on August 27, 2024 for a period of 5 years with effect from August 27, 2024.

Particulars	Remuneration
Fixed Salary	Rs. 9,00,000/- per annum
Variable pay	As evaluated by the Board or its relevant committees based on the annual performance of the organization subject to the overall ceiling of 1% of Net Profit calculated as per Section 198 of the Companies Act, 2013
Other Benefits	Benefits as applicable to the Employee under the Company Policies

Vineet Raj Mathur, Executive Director and Chief Financial Officer of our Company and has been associated as a director with Company since its incorporation i,e January 25, 2022 and to hold office for a period of 5 years. He appointed as a Chief Financial Officer in our Company pursuant to the resolution passed by our Board at its meeting dated July 12, 2024.

Particulars	Remuneration
Fixed Salary	Rs. 7,20,000/- per annum
Other Benefits	Benefits as applicable to the Employee under the Company Policies

Remuneration to our Whole-time Directors

Details of the remuneration paid to our Whole–time Directors in Financial Year 2024 are set forth below:

S. No.	Name of Whole-time Directors	Remuneration* (in ₹ Lakhs)
1.	Mallicarjunan Balachandar	8,40,000
2.	Vineet Raj Mathur	6,00,000

*The remuneration does not include provision made for gratuity and leave benefits as they are determined on an actuarial basis/Lic Gratuity Plan.

Remuneration to our non-executive Directors

Non-Executive Directors

Pursuant to the resolution dated January 23, 2023 passed by our Board, with effect from April 1, 2023 for a period of five years, the Non-Executive Directors and Independent Directors are entitled to receive an annual commission which shall not exceed 1% of the net profits of the Company, subject to a maximum aggregate amount of ₹ 100 Lakhs. Except for the remuneration paid to our Executive Directors, no remuneration was paid to our Non-Executive Directors in the Financial Year 2023 and 2024.

Independent Directors

Pursuant to the resolution dated July 12, 2024 passed by our Board, with effect from July 12, 2024 for a period of five years, the independent directors are entitled to receive a sitting fee of ₹ 5,000 for attending each meeting of our Board and various committees of the Board and commission as described in "Remuneration to our non-executive Directors- *Non-Executive Directors" on page 182.*

No remuneration was paid to our Independent Directors in the Financial Year 2024.

There is no contingent or deferred compensation payable to any of our Directors which accrued in Fiscal 2024.

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our directors has been appointed on the Board.

Service Contracts with Directors including Chief Financial Officer

For details, see "-Terms of appointment of our Directors including Chief Financial Officer" on page 182.

Bonus or profit-sharing plan for the Directors

Our Company does not have any bonus or profit-sharing plan for our directors.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company:

Name of the Director	No. of Equity Shares	Percentage of Pre- Issue Capital (%)
Sailesh Srivastava	5,000	0.10%
Mallicarjunan Balachandar	5,00,000	10%
Kunal Raj Mathur	5,00,000	10%
Vineet Raj Mathur	18,00,000	36%
Anusha Mathur	12,50,000	25%

Interests of Directors

Our Directors may be deemed to be interested to the extent of the remuneration (including sitting fees, as applicable) and reimbursement of expenses, payable to them by our Company under our Articles of Association and their terms of appointment, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For details, see-

“Terms of appointment of our Directors” on page 182

The Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to their relatives and companies, firms and trusts, in which they are interested as directors, proprietors, members, partners, trustees and promoters, pursuant to this Offer.

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 any of our Directors are interested as members, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested as members, in connection with the promotion or formation of our Company.

No loans have been availed by our Directors from our Company.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years are set forth below:

Name of Director	Designation (at the time of appointment / change in designation / cessation	Date of Appointment/Re-appointment/Resignation	Reasons
Vimal Raj Mathur	Whole Time Director	January 25, 2022	Appointment as a Whole Time Director
Vimal Raj Mathur	Whole Time Director	September 01, 2023	Cessation as a Whole Time Director
Sudheep Raj Mathur	Whole Time Director	January 25, 2022	Appointment as a Whole Time Director
Sudheep Raj Mathur	Whole Time Director	April 30, 2024	Cessation as a Whole Time Director
Mallicarjunan Balachandar	Additional Director	September 01, 2023	Appointment as an Additional Director
Mallicarjunan Balachandar	Managing Director	June 12, 2024	Cessation as a Managing Director
Mallicarjunan Balachandar	Additional Director	July 12, 2024	Appointment as a an Additional Director
Anusha Mathur	Additional Director	September 23, 2023	Appointment as an Additional Director
Kunal Raj Mathur	Additional Director	September 23, 2023	Appointment as an Additional Director
Rahul Patlolla	Additional Director	July 12, 2024	Appointment as an Additional Director
Sailesh Srivastava	Additional Director	July 12, 2024	Appointment as an Additional Director

Name of Director	Designation (at the time of appointment / change in designation / cessation	Date of Appointment/Re-appointment/Resignation	Reasons
Sushant Mohan Lal	Additional Director	July 12, 2024	Appointment as an Additional Director
Mehul Devidas Nayak	Additional Director	July 12, 2024	Appointment as an Additional Director
Vineet Raj Mathur	Whole Time Director	January 25, 2022	Appointment as a Whole Time Director since incorporation.

Note: The table above does not include certain changes including regularisation or change in designations.

Borrowing Powers of the Board

Pursuant to our Articles of Association, our Board may from time to time, at its discretion, raise or borrow funds or any sums of money for and on behalf of our Company from our Shareholders or from other persons, companies or banks, subject to applicable provisions of the Companies Act.

Corporate Governance

Applicable provision of the Companies Act, 2013 with respect to corporate governance and the provisions of the SEBI (LODR) Regulations, as amended from time to time, will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges. As on date of this Draft Red Herring Prospectus., as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. IPO Committee

Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on August 30, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended).

The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Sailesh Srivastava	Chairperson	Independent Director
Rahul Patlolla	Member	Independent Director

Name of the Director	Status in Committee	Nature of Directorship
Sushant Mohan Lal	Member	Independent Director

The Audit Committee shall have powers, which should include the following:

a) to investigate any activity within its terms of reference;
b) to seek information from any employee of the Company;
c) to obtain outside legal or other professional advice;
d) to secure attendance of outsiders with relevant expertise if it considers necessary; and
e) such powers as may be prescribed under the Companies Act and Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall, inter alia, include the following:

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, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
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;
   (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 or rights issue, 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) formulating a policy on related party transactions, which shall include materiality of related party transactions;
i) 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 subject to such conditions as may be prescribed;
j) scrutiny of inter-corporate loans and investments;
k) valuation of undertakings or assets of the Company, wherever it is necessary;
l) evaluation of internal financial controls and risk management systems;
m) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
n) 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;

o) discussion with internal auditors of any significant findings and follow up there on;
p) 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;
q) 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;
r) 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;
s) to review the functioning of the whistle blower mechanism;
t) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
u) carrying out any other function as is mentioned in the terms of reference of the audit committee;
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 existing as on the date of coming into force of this provision; and
w) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The Audit Committee shall 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.
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 Obligations and Disclosure Requirements) Regulations, 2015, 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 Obligations and Disclosure Requirements) Regulations, 2015, as amended.
f) To review the financial statements, in particular, the investments made by any unlisted subsidiary; and
g) Such information as may be prescribed under applicable law, including the Companies and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 30, 2024.

The constituted Stakeholders Relationship Committee comprises of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Sushant Mohan Lal	Chairperson	Independent Director
Sailesh Srivastava	Member	Independent Director
Mehul Devidas Nayak	Member	Independent Director

The Compliance Officer of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

A. Tenure

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

B. Quorum and meetings of the Stakeholders Relationship Committee

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Stakeholder Relationship Committee shall meet at least at least one time in a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. Since the formation of the Stakeholders Relationship Committee, no Stakeholders Relationship Committee meetings have taken place.

C. Terms of Reference

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

Considering and resolving the grievance of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends;

Such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Act read with SEBI (LODR) Regulations.

Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 30, 2024. The Nomination and Remuneration Committee comprises of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Rahul Patlolla	Chairperson	Independent Director
Sailesh Srivastava	Member	Independent Director
Sushant Mohan Lal	Member	Independent Director

The Compliance Officer or Chief Financial Officer of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

- **Tenure**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

- **Quorum and meetings of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the

total strength of the committee or two members, whichever is higher. The Chairperson of the Nomination and Remuneration Committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

- **Terms of Reference:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time/ Executive Director(s), including all elements of remuneration package;
- To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.
- Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

IPO Committee:

The members of the IPO Committee are:

Name of the Director	Status in Committee	Nature of Directorship
Mallicarjunan Balachandar	Chairman	Managing Director
Vineet Raj Mathur	Member	Executive Director & Chief Financial Officer
Sushant Mohan Lal	Member	Independent Director

Invitees:

1. Mukesh Roshanlal Shah, Chief Financial Officer and
2. Karuna Santoshkumar Khatri, Company Secretary & Compliance Officer.

The IPO committee was constituted by our Board pursuant to a resolution dated [•] passed by our Board. The terms of reference as stipulated pursuant to a resolution dated [•] passed by our Board are set forth below:

(a) To decide, in consultation with the BRLM, the size, timing, pricing and all other terms and conditions of the issue and transfer of the Equity Shares for the Offer and to accept any amendments, modifications, variations, or alterations thereto;

(b) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the RBI,SEBI, the relevant registrar of companies and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments

as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable;

(c) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws.

(d) To decide in consultation with the BRLMs on the actual Offer size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band (including offer price for anchor investors), bid period, offer price, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer;

(e) To appoint and enter into and terminate arrangements with the BRLM, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, legal advisors, auditors, and any other agencies or persons or intermediaries to the Offer and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution with the BRLM and negotiation, finalization, execution and, if required, amendment of the offer agreement with the BRLM;

(f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement, agreements with the registrar to the offer and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

(g) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

(h) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(i) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(j) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

(k) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

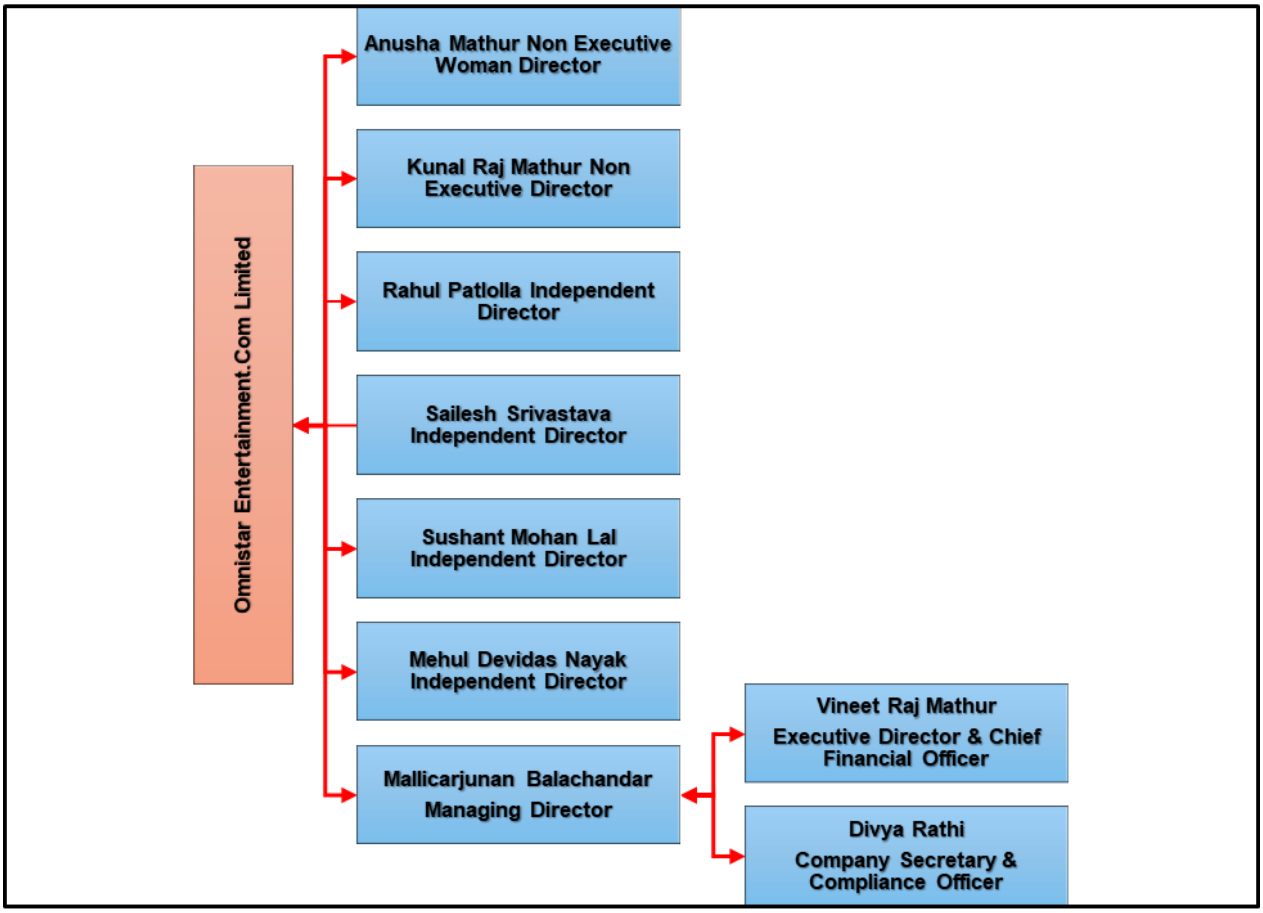
(l) To approve code of conduct as may be considered necessary by the IPO Committee or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

(m) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the afore stated documents;

(n) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
(o) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
(p) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforestated documents;
(q) To make applications for listing of the Equity Shares in Designated Stock Exchange for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the designated stock exchange in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
(r) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;
(s) To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, and the relevant stock exchange(s) where the Equity Shares are to be listed;
(t) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;
(u) To delegate any of its powers set out under (a) to (q) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;
(v) To approve suitable policies on insider trading, whistle-blowing and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
(w) To approve the list of 'group of companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus (if any);
(x) to withdraw the DRHP or the RHP or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and
(y) To appoint, in consultation with the BRLMs, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI Regulations and other Applicable Laws including legal counsels, banks or agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents.

MANAGEMENT ORGANIZATIONAL STRUCTURE

The following chart depicts our Management Organization Structure:



Key Managerial Personnel

Divya Rathi, Company Secretary & Compliance Officer

Mrs. Divya Rathi, a member of The Institute of Company Secretaries of India, joined our Company on July 12, 2024, as the Company Secretary and Compliance Officer. With over 9 years of experience in compliance, accounting, finance, and secretarial functions, Mrs. Rathi brings a wealth of knowledge to her role. Her expertise includes a strong understanding of corporate laws, excellent organizational and communication skills, meticulous attention to detail, and the ability to handle confidential information with discretion. In her position, she ensures the smooth functioning of the company's administrative and governance processes, while supporting our strategic and operational objectives. Her diverse skill set and extensive experience make her an invaluable asset to our organization, helping to maintain our commitment to legal and ethical business practices.

For brief profiles of, see “Brief Profiles of Our Directors” on page no 179. For details of compensation paid to them during Financial Year 2023, see “–Remuneration to our whole-time Directors” on page 182.

Senior Management Personnel

In addition to the Chief Executive Officer, Chief Financial Officer and Company Secretary and Compliance Officer of our Company, whose details are provided in “Key Managerial Personnel” on 192. Further, in our company none of the employees designated as “Senior Managerial Personnel” because our company incorporated in the year 2022.

Relationship between our Key Managerial Personnel and Directors

No relationship between our Key Managerial Personnel and Directors.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

None of the Key Managerial Personnel or Senior Management Personnel of our Company have any interests in our Company other than as disclosed in "- Interest of Directors" on page 183 and to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except for the details as stated in the "Interests of our Promoter and Common Pursuits" on page 196 and "Risk Factors – *Some of our Directors, our Promoter and Key Managerial Personnel have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company*" on page 32 , none of our Key Managerial Personnel or Senior Management Personnel have any interest in any property acquired or proposed to be acquired of our Company or by the Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Bonus or profit-sharing plans for our Key Managerial Personnel and Senior Management Personnel

Except for bonus payable to our Key Managerial Personnel and Senior Management Personnel as part of their employment agreements and pursuant to resolution passed by our Board in its meeting held on September 06, 2024, our Company does not have any bonus or profit-sharing plan.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed in "–Shareholding of Directors in our Company" on page 183 and in the section "Capital Structure –Share capital history of our Company" on page 58 ,none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares.

Changes in our Key Managerial Personnel and Senior Management Personnel in the three immediately preceding years

Details of the changes in our Key Managerial Personnel and Senior Management Personnel in the three immediately preceding years are set forth below:

Name	Date of change	Reason for change
Divya Rathi	July 12, 2024	Appointment as Company Secretary
Vineet Raj Mathur	July 12, 2024	Appointment as Chief Financial Officer

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management Personnel have been appointed or selected as a Key Managerial Personnel pursuant or Senior Management Personnel to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management Personnel which accrued in Fiscal 2023.

Payment or benefit to officers of our Company

Except as disclosed "Terms of appointment of our Directors including Chief Financial Officer" on page no 182 and statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our independent or non-executive Directors and Senior Management Personnel, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except for the remuneration for services rendered as Directors, officers or employees of our Company and as disclosed in "Interests of Directors" on page 183 and stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amounts or benefits in kind have been paid or given, or are intended to be paid or given, to any of our Company's officers including the Key Managerial Personnel and Senior Management Personnel in the two years preceding the date of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

S. No.	Name of the Promoter	Number of Equity Shares	Percentage of the pre-Issue issued, subscribed and paid-up Equity Share capital (in %)
1.	Mallicarjunan Balachandar	5,00,000	10%
2.	Kunal Raj Mathur	5,00,000	10%
3.	Vineet Raj Mathur	18,00,000	36%
4.	Anusha Mathur	12,50,000	25%

For details, see 'Capital Structure' beginning on page 58 of this Draft Red Herring Prospectus.

Details of our Promoters

	Mallicarjunan Balachandar, aged 52 years, is our promoter and Director on our board of the company. **Permanent Account Number**: AFWPB0430L **Date of Birth**: October 07, 1971 **Residential Address**: A5 Alacrity Sankalpa Apartments, Jayaram Street, Thiruvanmiyur, Chennai- 600041, Tamilnadu For the complete profile of along with details of his educational qualifications, experience in the business see "Our Management" on page 176
	Kunal Raj Mathur, aged 41 years is our promoter and Chief Financial Officer of our Company **Permanent Account Number**: ANSPM7714L **Date of Birth**: October 18, 1982 **Residential Address**: 7-1-216/2/1, D K Road, Balkampet, Ameerpet, Hyderabad - 500016 For the complete profile of Kunal Raj Mathur along with details of his educational qualifications, experience in the business see "Our Management" on page 176
	Vineet Raj Mathur, aged 37 years is our promoter of our company. **Permanent Account Number**: BAHPM1845F **Date of Birth**: January 30, 1987 **Residential Address:** 7-1-215/A, Balkampet, Ameerpet, Hyderabad - 500016

	For the complete profile of Vineet Raj Mathur along with details of his educational qualifications, experience in the business see "Our Management" on page 176
	Anusha Mathur, aged 32 Years is our promoter and Managing Director in our company. **Permanent Account Number**: CJEPM9025Q **Date of Birth**: November 10, 1991 **Residential Address:** 7-1-215/A, Balkampet, Ameerpet, Hyderabad - 500016 For the complete profile of Anusha Mathur along with details of his educational qualifications, experience in the business see "Our Management" on page 176

Our Company confirms that the details of the PAN, Bank Account Number(s), Aadhar card number, driving license number and Passport Number of our Promoter shall be submitted to the Stock Exchange(s) at the time of filing the Draft Red Herring Prospectus.

Other ventures of our Promoters

Experience of our Individual Promoters

Our individual Promoters have adequate experience in the business activities undertaken by our Company.

Interests of our Promoter and Common Pursuits

Our Promoters are interested in our Company to the extent (i) they have promoted our Company; (ii) of their respective shareholding and the shareholding of their relatives in our Company, if any, and the dividend and other distributions payable, if any, in respect of the same; (iii) of being a Director, Key Managerial Personnel or any other employee of our Company and the remuneration, benefits and reimbursement of expenses and salary payable by our Company to them, as applicable; and (iv) that our Company has undertaken transactions with them, their relatives or entities in which our Promoters are partners, directors or holds equity shares. For details regarding the shareholding of our Promoters and other interests in our Company, please see the sections entitled "Capital Structure" and "Our Management" on pages 58 and 175, respectively.

For further details, please see "Restated Financial Statements– Related Party Disclosures" on page 199

Except for disclosed in "Restated Financial Statements Related Party Disclosures" on page 199, our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce our promoters to become, or qualify them as a director, as applicable, or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Change in control of our Company

There has been no change in control of our Company in the five years immediately preceding

the date of this Draft Red Herring Prospectus.

Interest in property, land, construction of building and supply of machinery

Our Promoters have no interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company. For further details see "*We are highly dependent on our Promoter and our management team and key managerial personnel and the loss of any key team member may adversely affect our business performance" on page 32.*

Payment of amounts or benefits to our Promoters or Promoter Group during the last two years

Except as disclosed herein and as stated in "Related Party Transactions" on page 199, there have been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by Promoters in the last three years

Except as stated below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Draft Red Herring Prospectus.

Name of the Promoter	Name of the company or firm from which the Promoters have disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
Nil			

Material Guarantees

Our Promoters have not provided any material guarantees to third parties with respect to the Equity Shares.

Promoter Group

In aaddition to our Promoters, No entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

A. Natural persons who are part of the Promoter Group

The natural persons who are part of our Promoter Group (due to their relationship with our individual Promoters or whose shareholding is aggregated under the heading "shareholding of the promoter group"), other than our Promoters, are as follows:

Name of the Promoters	Name of the Immediate relatives	Relationships
Balachandar Mallicarjunan	Sasirekha	Spouse
	Mallicarjunan	Father
	Rajeshwari	Mother
	-	Son
	-	Daughter
	-	Brother
	Uma Mallicarjunan	Sister
	Late R Nageswaran	Spouse's Father
	N Saroja	Spouse's Mother
	N Sanjeev	Spouse's Brother

Name of the Promoters	Name of the Immediate relatives	Relationships
	N Sowmya N Varuni	Spouse's Sister
Kunal Raj Mathur	Sasmita Mathur	Spouse
	Ashok Raj Mathur	Father
	Sarwada Mathur	Mother
	-	Son
	Kimaya Mathur	Daughter
	Kanit Mathur	Brother
	Kanika Mathur	Sister
	Vimal Raj Mathur	Spouse's Father
	Sunitee Raj	Spouse's Mother
	Vineet Raj Mathur	Spouse's Brother
	-	Spouse's Sister
Vineet Raj Mathur	Anusha Mathur	Spouse
	Vimal Raj Mathur	Father
	Sunitee Raj	Mother
	-	Son
	-	Daughter
	-	Brother
	Sasmita Mathur	Sister
	Raj Pershed Raman Kumar	Spouse's Father
	Late. Vinay Laxmi Mathur	Spouse's Mother
	Kaushal Mathur	Spouse's Brother
	-	Spouse's Sister
Anusha Mathur	Vineet Raj Mathur	Spouse
	Raj Pershed Raman Kumar	Father
	Late. Vinay Laxmi Mathur	Mother
	-	Son
	-	Daughter
	Kaushal Mathur	Brother
	-	Sister
	Vimal Raj Mathur	Spouse's Father
	Sunitee Raj	Spouse's Mother
	-	Spouse's Brother
	Sasmita Mathur	Spouse's Sister

RELATED PARTY TRANSACTIONS

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

a)	Company/entity owned or significantly influenced by directors/ KMP	-
b)	Key Management Personnel's/Directors:	Vineet Raj Mathur (Director)
		Kunal Raj Mathur (Director)
		Mallicarjunan Balachandar (Director)
		Anusha Mathur (Director)
		Sailesh Srivastava (Director)
c)	Relative of Key Management Personnel's/Director/Partners/ Proprietor's/ HUF:	Sunitee Raj Mathur
		Vimal Raj Mathur

Transaction with Key Management Personnel/Directors

(Rs. In Lakhs)

Name of the Party	Nature of Transactions	As at			
		June 30,2024	March 31,2024	March 31,2023	March 31,2022
Mallicarjunan Balachandra	Directors Remuneration	1.90	8.40	-	-
Vineet Raj Mathur	Directors Remuneration	1.70	6.00	-	-
Mallicarjunan Balachandra	Loans & Advances Asset	31.79	1.79	-	-
Vineet Raj Mathur	Loans & Advances Asset	120.81	2.78	-	-
Kunal Raj Mathur	Loans & Advances Asset	36.65	1.35	-	-
Anusha Mathur	Loans & Advances Asset	99.84	2.52	-	-
Vimal Raj Mathur	Unsecured Loans	3.44	0.14	-	-

DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend since inception.

SECTION VII
FINANCIAL INFORMATION
INDEPENDENT AUDITOR'S REPORT ON THE RESTATED FINANCIAL STATEMENTS OF OMNISTAR ENTERTAINMENT.COM LIMITED

To,
The Board of Directors,
OMNISTAR ENTERTAINMENT.COM LIMITED
Flat No 402, Raj Royal Megistic 7-1-215/A,
D K Road, Ameerpet, Hyderabad,
Telangana, India, 500016

Sub: Proposed Public Issue of 21,60,000 equity shares of face value of Rs. 10.00 each for cash at a price of [•] (Including Share Premium of [•] per Equity Share) per Equity Share aggregating Rs. [•] Crores through the Book Building Mechanism.

Dear Sir,

1) We have examined the attached Restated Summary Statements and Other Financial Information of **Omnistar Entertainment.Com Limited**(hereinafter referred to as **"the Company"**) described below and annexed to this report for the quarter ended on June 30th, 2024 and financial years ending on March 31st, 2024, 2023 and 2022 based on the audited financial statements of the Company(collectively referred to as the **"Restated Summary Statements**" or **"Restated Financial Statements**") of the Company as duly approved by the Board of Directors of the Company.

2) The said Restated Financial Statements and other Financial Information have been examined and prepared for the purpose of inclusion in the Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offering (IPO) of the company taking into consideration the followings and in accordance with the following requirements of:

- Section 26 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time to time;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (the 'SEBI ICDR Regulations') as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act,1992;

- The Guidance Note on Reports in Company Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");

- The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and

3) These Restated Financial Information (included in Annexure 1 to the auditor's report here in) have been extracted by the Management of the Company from:

The Company's Financial Statements for the quarter ended on June 30th, 2024 and financial years ending on March 31, 2024, 2023 and 2022 which have been approved by the Board of Directors at and by the shareholders and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Statements, are the responsibility of the Company's Management.

4) In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

(a) The **Restated Statement of Assets and Liabilities** for the quarter ended on June 30th, 2024 and financial years ending on March 31st, 2024, 2023 and 2022, examined by us, as set out in **Annexure** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure** to this Report.

(b) The **Restated Statement of Profit and Loss** of the Company for the quarter ended on June 30th, 2024 and financial years ending on March 31st, 2024, 2023 and 2022, examined by us, as set out in **Annexure** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure** to this Report.

(c) The **Restated Statement of Cash Flows** of the Company for the quarter ended on June 30th, 2024 and financial years ending on March 31st, 2024, 2023 and 2022, examined by us, as set out in **Annexure** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure** to this Report.

As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

5) Emphasis of Matters

Based on the above, as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the financial year ended on March 31, 2024, 2023 and 2022, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:

(a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company.

(b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years to which they relate to;

(c) Do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments.

(d) There are no qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended on March 31, 2024, 2023 and 2022, which would require adjustments in this Restated Financial Statements of the Company.

(e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be
read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure 4** to this report;

(f) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,

(g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;

(h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

(i) The Company has not paid any dividend since its incorporation.

(j) Although, we would to highlight a point that was of most significance during our preparation of Restated Financials Statements, During FY 2024-25 Q1, the company had issued 4,00,000 Equity Shares of Rs. 10 each and Rs. 90 Premium per share keeping Cash as the Mode of Consideration but the Company has not yet received the full amount of Capital through Cash/Bank.

6) We have also examined the following other Restated Financial Information as set out in the respective Notes to this report and forming part of the Restated Financial Statement, prepared by the management of the Company and approved by the Board of Directors on September 06, 2024 relating to the company for the quarter ended June 30, 2024 and the financial year ended March 31, 2024, 2023 and 2022 proposed to be included in the Prospectus ("Offer Document") for the proposed IPO.

7) We, M/s. K M Chauhan & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate no. 015245 issued by the "Peer Review Board" of the ICAI and is valid till April 30, 2026.

8) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

9) This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.

10) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11) In our opinion, the above Restated Financial Statements contained in **Annexure 1-3** to this report read along with the 'Significant Accounting Policies and Notes to the Restated Standalone Financial Statements' appearing in **Annexure 4** after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

12) Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For K M Chauhan & Associates
Chartered Accountants
FRN: 125924W

CA Kishorsinh M Chauhan
Partner
M. No: 118326
UDIN: 24118326BKHJVB2205
Place: Rajkot
Date: September 06, 2024

Annexure- 01
STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In Lakhs)

Particulars	Note	As at June 30, 2024	As at March 31,2024	As at March 31,2023	As at March 31,2022
Equity & Liabilities					
Shareholders' Funds					
Share Capital	5	50.00	10.00	1.00	1.00
Reserve & Surplus		769.02	313.74	3.80	-0.14
Total Equity (A)		**819.02**	**323.74**	**4.80**	**0.87**
Share Application Money pending allotment(B)			-	-	-
Non-Current Liabilities					
Long Term Liabilities	6	-	-	-	-
Deferred Tax Liabilities (Net)	7	0.03	0.02	-	-
Other Long-Term Liabilities	8	-	-	-	-
Long Term Provisions		-	-	-	-
Total Non-current Liabilities (C)		**0.03**	**0.02**	**-**	**-**
Current Liabilities					
Short Term Borrowings	9	3.00	0.70	-	-
Trade Payables	10	537.66	277.31	-	-
Other Current Liabilities	11	6.43	2.54	-	0.03
Short Term Provisions	12	136.69	104.93	1.31	-
Total Current Liabilities (D)		683.78	385.47	1.31	0.03
TOTAL LIABILITIES (A+B+C+D)		**1502.83**	**709.24**	**6.11**	**0.90**
Non- current Assets					
Property Plant & Equipment's	13				
Tangible Assets		0.90	0.57	-	-
Intangible Assets		-	-	-	-
Capital Work- in- Progress		-	-	-	-
Intangible Assets under development		-	-	-	-
Non-current Investments	14	-	-	-	-
Deferred Tax Assets (net)		-	-	-	-
Long Term Loans and Advances	15	-	-	-	-
Other Non-current Assets		-	-	-	-
Total Non-current Assets (A)		**0.90**	**0.57**	**-**	**-**
Current Assets					

Particulars	Note	As at June 30, 2024	As at March 31,2024	As at March 31,2023	As at March 31,2022
Current Investments		-	-	-	-
Inventories	16	-	-	-	-
Trade Receivables	17	1144.34	697.23	5.73	-
Cash and Cash Equivalents	18	2.55	1.35	0.36	0.80
Short term loans and Advances	19	354.45	9.50	0.01	0.10
Other Current Assets	20	0.60	58.04	-	-
Total Current Assets (B)		1502.83	709.24	6.11	0.90
TOTAL ASSETS (A+B)		**1502.83**	**709.24**	**6.11**	**0.90**

The accompanying summary statement of material accounting policies and other explanatory information are an integral part of these restated financial information.

This is the restated statement of assets and liabilities referred to in our report of even date.

For K M Chauhan & Associates
Chartered Accountants
Firm Registration No. 125924W

For and on behalf of the Board of Directors

CA Kishorsinh M Chauhan
Partner
M. No. 118326

Mallicarjunan Balachandar
Managing Director
DIN:02678590

Vineet Raj Mathur
Director & Chief Financial Officer
DIN - 09480486

Place: Rajkot
Date:

Divya Rathi
Company Secretary
Membership No. A45232

Annexure- 02

STATEMENT OF PROFIT & LOSS AS RESTATED

(In Lakhs)

Particulars	Note	For the period ended			
		For the period ended June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Income					
Revenue From Operations	21	422.55	702.24	20.98	0.71
Other Income	22	-	0.27	-	-
Total Income (a)		422.55	702.51	20.98	0.71
Expenses					
Purchases	23	273.63	241.26	-	-
Changes in Inventories of finished goods, work-in-progress, and Stock-in-trade	24	-	-	-	-
Employee benefit expenses	25	5.40	24.00	2.00	-
Operation and other expenses	26	16.31	23.85	13.64	0.85
Finance costs	27	0.08	0.18	0.10	-
Depreciation and amortization expenses	28	0.05	0.02	-	-
Total Expenses (b)		295.48	289.31	15.74	0.85
Profit Before Exceptional and Extraordinary Items and Tax (a-b)		127.07	413.20	5.24	(0.14)
Exceptional and Extraordinary Items		-	-	-	-
Profit Before Tax		127.07	413.20	5.24	(0.14)
Tax Expense:					
Current Tax		31.77	103.23	1.31	-
Deferred Tax		0.03	0.02	-	-
Profit/ (Loss) after Tax		95.28	309.94	3.93	(0.14)
Net Profit after Adjustments		95.28	309.94	3.93	(0.14)
Net Profit transferred to Balance Sheet		95.28	309.94	3.93	(0.14)

The accompanying summary statement of material accounting policies and other explanatory information are an integral part of these restated financial information.

This is the restated statement of profit and loss account referred to in our report of even date.

For K M Chauhan & Associates	**For and on behalf of the Board of Directors**
Chartered Accountants	
Firm Registration No. 125924W	
	Mallicarjunan Balachandar / **Vineet Raj Mathur**
CA Kishorsinh M Chauhan	Managing Director / Director & Chief Financial Officer
Partner	DIN:02678590 / DIN - 09480486
M. No. 118326	
Place: Rajkot	**Divya Rathi**
Date:	Company Secretary
	Membership No. A45232

Annexure- 03

STATEMENT OF CASH FLOWS AS RESTATED

(Rs. In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31		
		2024	2023	2022
A. Cash Flows From Operating Activities				
Profit before taxation	127.07	413.20	5.24	(0.14)
Adjustments for:				
Depreciation	0.05	0.02	-	-
Total	127.12	413.22	5.24	(0.14)
Cash Generated from Operations before Working Capital Changes:	127.12	413.22	5.24	(0.14)
Trade Payables	260.35	277.31	-	-
Other current liabilities	6.19	3.24	(0.03)	0.03
Short-term Provisions	-	-	-	-
Inventories	-	-	-	-
Trade Receviables	(447.11)	(691.50)	(5.73)	-
Other Long Term Liabilites	-	-	-	-
Short term borrowings	-	-	-	-
Short term loans & advances	-	-	-	-
Non current investments	-	-	-	-
Other current assets	(344.96)	(10.07)	0.09	(0.10)
Long term loans and advances	-	-	-	-
Income Tax Paid	-	0.39	-	-
Net Cash generated from Operating Activities (A)	(398.33)	(7.50)	(0.34)	(0.20)
B. Cash Flows From Investing Activities				
Sale of fixed assets	-	-	-	-
Purchase of fixed assets	(0.38)	(0.60)	-	-
Net Cash Generated From Investing Activities (B)	(0.38)	(0.60)	-	-
C. Cash Flow From Financing Activities				
Proceeds from issuance of capital	400.00	9.00	-	1.00
Net Cash (used in)/ generated from Financing Activities [C]	400.00	9.00	-	1.00
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	1.21	0.99	(0.44)	0.80
Cash and Cash Equivalents at beginning of year	1.35	0.36	0.80	-
Cash and Cash Equivalents at end of year	2.56	1.35	0.36	0.80
Components of cash & cash equivalents				
Cash in Hand	0.98	0.10	0.27	0.36
Balances with Banks				
In Current Accounts	1.57	1.25	0.10	0.44
In Fixed Deposits Accounts		-	-	-
Cash and cash equivalents considered for cash flow statement	2.55	1.35	0.36	0.80

ANNEXURE 04

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

I. Corporate Information:

Our Company was originally incorporated on 25th January 2022 as a Private Limited Company as "Omnistar Advertising Private Limited" vide Registration No. 159055 under the provisions of The Companies Act, 2013 with the Registrar of Companies, Telangana. Thereafter the name of the Company was changed to "Omnistar Entertainment.Com Private Limited" and with a view to expand the business, our Company was converted into public limited company as "Omnistar Entertainment.Com Limited" inthe year 2023. The CIN of the Company is U62013TG2022PLC159055.

Omnistar Entertainment.com Ltd. is poised to be one of India's fastest growing entertainment networks and a house of entertainment which can offer multi-platform, multi-generational and multicultural brand experiences. Omnistar will be touching the lives of people through its properties online, like general entertainment, movies, sports, youth, music and kids' genres and its programming mix. Omnistar's OTT platform, is budding to be one of India's most popular destinations for entertainment.

II. Basis of Preparation:

i. Statement of Compliance

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financials statements have been approved for issue by the Board of Directors at their meeting held on July 17th, 2023.

ii. Basis of Accounting

The Company maintains its accounts on accrual basis following historical cost convention, except for certain financial instruments that are measured at fair value in accordance with Ind AS. Fair value measurements are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at measurement date;

Level 2: inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: inputs are unobservable inputs for the valuation of assets or liabilities. Above level of fair value hierarchy are applied consistently and generally, there are no transfer between the level of the fair value hierarchy unless the circumstances changes warranting such transfers.

iii. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way

of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

iv. Operating cycle for current and non-current classification

Operating cycle for the business activities of the company covers the duration of the specific project/contract/ product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

III. Significant Accounting Policies

(a) Use of judgement and estimates

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgements and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.
The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

(b) Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

(c) Property, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. PPE acquired on hire purchase basis are recognised at their cash values. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy.

Own manufactured PPE is capitalised at cost including an appropriate share of overheads. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of PPE or bringing the PPE to working condition are allocated and capitalised as a part of the cost of the PPE.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress". (Also refer to policy on leases, borrowing costs, impairment of assets and foreign currency transactions infra).

Depreciation is recognised using Straight line method so as to write off the cost of the assets (other than freehold land and properties under construction) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where

the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use. Extra shift depreciation is provided on a location basis.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. Assets acquired under finance leases are depreciated on a straight line basis over the lease term. Where there is reasonable certainty that the Company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life adopted by the Company for similar assets.

Freehold land is not depreciated

Such classes of assets and their estimated useful lives are as under:

The Company does not have a program of verification to cover all the items of fixed assets in a phased manner. Fixed assets were not physically verified by the management during the year.

(d) Revenue Recognition

Ind AS 115: The objective of this Standard is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

Identifying the Contract

An entity shall account for a contract with a customer that is within the scope of this Standard only when all of the following criteria are met:

(a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
(b) the entity can identify each party's rights regarding the goods or services to be transferred;
(c) the entity can identify the payment terms for the goods or services to be transferred;
(d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
(e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Identifying Performance Obligation:

At contract inception, an entity shall assess the goods or services promised in a contract with a customer and shall identify as a performance obligation each promise to transfer to the customer either: (a) a good or service (or a bundle of goods or services) that is distinct; or 596 (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Satisfaction of performance obligations:

An entity shall recognise revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

Performance obligations satisfied over time:
When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment. An entity shall present any unconditional rights to consideration separately as a receivable.

Measurement:

When (or as) a performance obligation is satisfied, an entity shall recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation.

Determining the transaction price:

An entity shall consider the terms of the contract and its customary business practices to determine the transaction price. 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, excluding amounts collected on behalf of third parties (for example, some sales taxes). The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

(e) Investments

Under Ind AS, these financial assets have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition has been recognised in profit or loss.

(f) Fair value measurement

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair values:

(a) Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets - approximate their carrying amounts.
(b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

(g) Financial Instruments

Financial assets and/or financial liabilities are recognised when the company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such financial assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Profit or Loss.
In case of funding to subsidiary companies in the form of interest free or concession loans and preference shares, the excess of the actual amount of the funding over initially measured fair value is accounted as an equity investment.
A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(h) Financial Assets

A) All recognised financial assets are subsequently measured in their entirety either at amortised cost or at fair value depending on the classification of the financial assets as follows:
   i) Investments in debt instruments that are designated as fair value through profit or loss (FVTPL) - at fair value.
   ii) Investments in debt instruments that meet the following conditions are subsequently measured at - at amortised cost (unless the same designated as fair value through profit or loss):

   The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and the contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
   iii) Investment in debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income [FVTOCI] (unless the same are designated as fair value through profit or loss). The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
   iv) Debt instruments at FVTPL is a residual category for debt instruments, if any, and all changes are recognised in profit or loss.
   v) Investment in equity instruments issued by subsidiary, associate and joint venture companies are measured at cost less impairment.
   vi) Investment in preference shares of the subsidiary companies are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares not meeting the aforesaid conditions are classified as debt instruments at FVTPL.
   vii) Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income.

B) For financial assets that are measured at FVTOCI, income by way of interest and dividend, provision for impairment and exchange difference, if any, (on debt instrument)

are recognised in profit or loss and changes in fair value (other than on account of above income or expense) are recognised in other comprehensive income and accumulated in other equity. On disposal of debt instruments at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.

C) A financial asset is primarily derecognised when:
   i) the right to receive cash flows from the asset has expired, or
   ii) the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
   iii) On derecognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Profit or Loss.

D) Impairment of financial assets: The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109. Impairment loss on investments is recognised when the carrying amount exceeds its recoverable amount.

i) Financial Liabilities: Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher. All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method. A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

(i) Inventories

Inventories are valued after providing for obsolescence, as under:

i) Raw materials, components, construction materials, stores, spares and loose tools at lower of weighted average cost or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.
ii) Manufacturing work-in-progress at lower of weighted average cost including related overheads or net realisable value. In some cases, manufacturing work-in-progress are valued at lower of specifically identifiable cost or net realisable value. In the case of qualifying assets, cost also includes applicable borrowing costs vide policy relating to borrowing costs.
iii) Finished goods and stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value. Cost includes related overheads and GST paid/payable on such goods.
iv) Completed property/work-in-progress (including land) in respect of property development activity at lower of specifically identifiable cost or net realisable value.

Assessment of net realisable value is made at each reporting period end and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

(j) Cash and Bank Balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents. The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.

(k) Securities Premium Account

Securities premium includes (i) The difference between the face value of the equity shares and the consideration received in respect of shares issued; (ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

(l) Employee Benefits

(i) Short Term Employee Benefits: Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

(ii) **Post Employment Benefits:**

(a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.
(b) Defined Benefit Plans: The employees' gratuity fund schemes and employee provident fund schemes managed by board of trustees established by the Company, the post-retirement medical care plan and the Company pension plan represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.
Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss. Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised when the settlement occurs. Past

service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the company recognises related restructuring costs or termination benefits.
In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

(iii) Long Term Employee benefits: The obligation recognised in respect of long term benefits such as compensated absences, long service award etc. is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii)(B) supra. Long term employee benefit costs comprising current service cost and gains or losses on curtailments and settlements, re-measurements including actuarial gains and losses are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in long term employee benefit cost is recognised in the Statement of Profit and Loss under finance cost.
(**iv) Terminal Benefits:** Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

(m) Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act,1961 and based on the expected outcome of assessments/ appeals.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences including the temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside Profit or Loss, either in Other Comprehensive Income or in equity, is recorded along with the tax as applicable.

(n) Leases

Ind AS 116 – Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract and replaces the previous standard on leasing, Ind AS 17 – Leases. Ind AS 116 eliminates the classification of leases for the lessee as either operating leases or finance leases as required by Ind AS 17 and instead, introduces a single lessee accounting model whereby a lessee is required to recognise assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognise depreciation of leased assets separately from interest on lease liabilities in the income statement.

The accounting by lessors under the new standard is substantially unchanged from today's accounting in Ind AS 17. Lessors classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases. For operating leases, lessors continue to recognize the underlying asset. For finance leases, lessors derecognize the underlying asset and recognize a net investment in the lease similar to today's requirements. Any selling profit or loss is recognized at lease commencement.

(o) Provisions, contingent Liabilities and Contingent Assets

Provisions are recognised only when the Company has a present obligation (legal or constructive) as a result of a past event; (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (iii) a reliable estimate can be made of the amount of the obligation. Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:
(i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
(ii) a present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

(p) Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the profit before tax excluding exceptional items for the effects of:

(i) changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
(ii) non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses; and
(iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as at the date of Balance Sheet.

(q) Changes Accounting Policies In The Years/Periods Covered In The Restated Financial

There is no change in significant accounting policies during the reporting period except, as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

(r) Notes To Reconciliation Of Restated Profit

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the profit & losses of the company.

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the profit & losses of the company.

(Rs. In Lakhs)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit before tax before appropriation (as per Audited accounts)	**127.07**	**413.20**	**5.24**	**(0.14)**
Adjustments				
Provision for Income Tax	31.77	103.23	1.31	-
Provision for Deferred Tax	0.03	0.02	-	-
Profit after Tax as per Restated Profit & Loss Account	**95.28**	**309.94**	**3.93**	**(0.14)**

IV. Notes To Reconciliation of Restated Profit

a) The company has not received any intimation from supplier regarding their status under micro, small and medium enterprises development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with interest payable as required under the said Act have not furnished
b) Trade payables, Trade receivables, Advances received, Advances given, GST Payable / input credit and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation.
c) The Company does not have a program of verification to cover all the items of fixed assets in a phased manner, fixed assets were not physically verified by the management during the period.
d) As per Ind AS 109 “Financial Instruments” the company is required to consider “Provision for Expected Credit Loss” on financial assets on the basis of expected probability of recoverability of such financial instrument.
e) The Company has not obtained registration under Professional tax act and (i) has not deducted professional tax from salaries and (ii) not paid the professional tax payable by the Company.
f) The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
g) There is no Auditor’s Qualification in any of the audited Financial Statements as at and for the year ended March 31st, 2024.
h) Related Party Transactions: The details of Related Party Transactions as per Ind-AS are provided in Note 32.
i) The figures in the Restated Financial Statements and Other Financial Information are stated in Lakhs and rounded off to two decimals and minor rounding off difference is ignored.

ANNEXURE 4.1

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

(i) Provision for Deferred Tax

Deferred Tax has been calculated taking into account timing differences arising in one period and capable of reversal in another accounting period and so profit for the periods under restatement have been adjusted accordingly taking into account deferred tax profit /loss.

The shortfall or excess in amount of Provision for taxes and deferred tax has been provided in the year in which it should be provided.

(ii) Adjustments having no impact on Profit

Material Regrouping

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

ANNEXURE 4.2

RECONCILIATION OF RESTATED PROFIT

There have been no adjustments/regroupings in the items of revenue, expenditure, etc., and hence profit remains same in both the statements namely restated financials and audited financials.

ANNEXURE 4.3

RECONCILIATION BETWEEN AUDITED EQUITY AND RESTATED TOTAL EQUITY

There have been no adjustments/regroupings in the items of paid up capital, related items and hence equity remains same in both the statements namely restated financials and audited financials

NOTE 5

SHARE CAPITAL AND RESERVES & SURPLUS

Particulars	For the period ended at	As on March 31		
	June 30, 2024	2024	2023	2022
Shares Outstanding at the beginning of the year	1,00,000	10,000	10,000	10,000
Additions during the period	4,00,000	90,000	-	-
Shares Outstanding at the end of the year	5,00,000	1,00,000	10,000	10,000

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Shares Outstanding at the beginning of the year	1,00,000	10,000	10,000	10,000
Additions during the period	4,00,000	90,000	-	-
Shares Outstanding at the end of the year	5,00,000	1,00,000	10,000	10,000

List of Shareholders holding more than 5% share capital

Name of the shareholder	As at							
	June 30,2024		March 31, 2024		March 31,2023		March 31, 2022	
	No. of share	%	No. of share	%	No. of share	%	No. of share	%
Gradient Infotainment Ltd.	-	-	-	-	9,000	90.00	9,000	90.00
Vineet Raj Mathur	1,80,000.00	36.00	37,000.00	37.00	500.00	5.00	500.00	5.00
Anusha Mathur	1,25,000.00	25.00	28,000.00	28.00	-	-	-	-
Kunal Raj Mathur	50,000.00	10.00	14,700.00	14.70	-	-	-	-
M.Balachandar	50,000.00	10.00	20,000.00	20.00	-	-	-	-
Sunitee Raj Mathur	65,000.00	13.00	100.00	0.10	-	-	-	-
Krishna Hemant Mehta	29,500.00	5.90	100.00	0.10	-	-	-	-
Sudeep Raj Mathur	-	-	-	-	500	5.00	500	5.00

Shareholding of Promoters at the end of the period

Name of the shareholder	As at							
	June 30,2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No. of share	% held	No. of share	% held	No. of share	% held	No. of share	% held
Vineet Raj Mathur	1,80,000	36.00	37,000.00	37.00	500	5	500	5
Anusha Mathur	1,25,000	25.00	28,000.00	28.00	-	-	-	-
Kunal Raj Mathur	50,000.00	10.00	14,700.00	14.70	-	-	-	-

Name of the shareholder	As at							
	June 30,2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No. of share	% held	No. of share	% held	No. of share	% held	No. of share	% held
M.Balachandar	50,000.00	10.00	20,000.00	20.00	-	-	-	-

STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A. General Reserves				
Opening balance	**-**	**-**	**-**	**-**
Add: Addition during the year	**-**	**-**	**-**	**-**
Net profit/(Net loss) for the current year	**-**	**-**	**-**	**-**
Miscellaneous: Other Income/Dividend	**-**	**-**	**-**	**-**
Less : Issue of Bonus shares	**-**	**-**	**-**	**-**
Sub Total – General Reserves	**-**	**-**	**-**	**-**
B. Securities Premium				
Opening Balance	**-**	**-**	**-**	**-**
Add: Share Premium on Issue of Equity Shares	360.00	**-**	**-**	**-**
Less : Utilized for issue of bonus shares	**-**	**-**	**-**	**-**
Sub Total - Share Premium	**360.00**	**-**	**-**	**-**
C. Balance in Profit and Loss Account				
Opening Balance	313.74	3.80	(0.14)	-
Add: Addition during the year	-	-	-	-
Net profit/(Net loss) for the current year	95.28	309.94	3.94	(0.14)
Less : Gratuity Provision for Earlier Year				
Less : Utilized for issue of bonus shares		(421.49)		
Sub Total –Balance in Profit and Loss Account	**409.02**	**313.74**	**3.80**	**(0.14)**
Total - Reserves and Surplus (A+B+C)	**769.02**	**313.74**	**3.80**	**(0.14)**

NOTE-6

STATEMENT OF DETAILS OF LONG TERM LIABILITES

(Rs. In Lakhs)

Particulars	As at			
	June 30,2024	March 31, 2024	March 31, 2023	March 31, 2022
Long Term Liabilities (Borrowings from private lenders details given below)	-	-	-	-
Total	**-**	**-**	**-**	**-**

DETAILS OF LENDERS AND THEIR TERMS & CONDITIONS:

(Rs. In Lakhs)

S.No	Name of Lender	Type of Loan	Sanctioned Amount	ROI(P.A)	Security	Repayment Schedule	Pre-payment Clause (if any)	Outstanding Amount as on March 31, 2024
	-	-	-	-	-	-	-	-
Total			**-**	**-**	**-**	**-**	**-**	**-**

NOTE-7

STATEMENT OF DEFERRED TAX LIABIITY

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Deferred Tax Liability				
Related to Fixed Assets	0.03	0.02	-	-
Total	**0.03**	**0.02**		

NOTE-8

STATEMENT OF DETAILS OF OTHER LONG TERM LIABILITES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
-	-	-	-	-
Total		-	-	-

NOTE-9

STATEMENT OF DETAILS OF SHORT-TERM BORROWINGS

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Unsecured Loans	-	-	-	-
From Related Party	3.00	0.70		
Total	3.00	0.70	-	-

NOTE-10

STATEMENT OF TRADE PAYABLE

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Trade Payables- amount due to creditors	537.66	277.31	-	-
Total	**537.66**	**277.31**	**-**	**-**

Particulars	Outstanding for the following period from the due date of payments As at June 30, 2024				
	Less than 1 Year	**1 to 2 Years**	**2 to 3 Years**	**More than 3 years**	**Total**
Undisputed Dues					
MSME	-	-	-	-	-
Others	537.66	-	-	-	537.66
Disputed Dues					
MSME	-	-	-	-	**-**
Others	-	-	-	-	**-**
Total	**537.66**	**-**	**-**	**-**	**537.66**

(Rs. In Lakhs)

Particulars	Outstanding for the following period from the due date of payments As at March 31, 2024				
	Less than 1 Year	**1 to 2 Years**	**2 to 3 Years**	**More than 3 years**	**Total**
Undisputed Dues					
MSME	-	-	-	-	-
Others	277.31	-	-	-	277.31
Disputed Dues					
MSME	-	-	-	-	**-**
Others	-	-	-	-	**-**
Total	**277.31**	**-**	**-**	**-**	**277.31**

(Rs. In Lakhs)

Particulars	Outstanding for the following period from the due date of payments as at March 31, 2023				
	Less than 1 Year	**1 to 2 Years**	**2 to 3 Years**	**More than 3 years**	**Total**
Undisputed Dues					
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed Dues					
MSME	-	-	-	-	-

Particulars	Outstanding for the following period from the due date of payments as at March 31, 2023				
	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
Others	-	-	-	-	-
Total	**-**	-	-	-	**-**

(Rs. In Lakhs)

Particulars	Outstanding for the following period from the due date of payments as at March 31, 2022				
	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
Undisputed Dues					
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed Dues					
MSME	-	-	-	-	-
Others	-	-	-	-	-
Total	**-**	-	-	-	**-**

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	For the Period ended	As on March 31,		
	June 30, 2024	2024	2023	2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year:	-	-	-	-
Principal and interest	-	-	-	-
Total	-	-	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting 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 MSMED Act.	-	-	-	-

NOTE-11

STATEMENT OF OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Statutory Dues	5.17	2.55	-	-
Professional Charges	-	-	-	-
Other	1.25	-	**-**	0.03
Total	**9.43**	**3.24**	**-**	**0.03**

NOTE-12

STATEMENT OF SHORT-TERM PROVISIONS

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Provision for income tax (net of advances and MAT credit)	135.94	104.18	1.31	-
Provision for Expenses	0.75	0.75	-	-
Total	**136.69**	**104.93**	**1.31**	**-**

NOTE-13

STATEMENT OF PROPERTY, PLANT & EQUIPMENTS AS RESTATED

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Computers	0.37	0.41	-	-
Software	0.15	0.16	-	-
Air conditioner	0.35	-	-	-
Router	0.03	-	-	-
Total	**0.90**	**0.57**	**-**	**-**

NOTE-14

STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Investment in Equity Shares	-	-	-	-
Total	**-**	**-**	**-**	**-**

NOTE-15

STATEMENT OF DETAILS OF LONG-TERM LOANS & ADVANCES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**Mach 31, 2024**	**March 31, 2023**	**March 31, 2022**
Deposits		-	-	-
Loans and Advances	-	-	-	-
Total	**-**	**-**	**-**	**-**

NOTE-16

DETAILS OF INVENTORIES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31 2022**
Developed Land Units	-	-	-	-
Work in Progress of infra projects	-	-	-	-
Stock in Trade- Agri Products	-	-	-	-
Total	-	-	-	-

NOTE-17

STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Unsecured and considered good(unless otherwise stated)				
Outstanding for a period exceeding six months	-	-	-	-
Others	1,144.34	697.23	5.73	-
Total	**1144.34**	**697.23**	**5.73**	**-**

(Rs. In Lakhs)

Particulars	Undisputed Trade Receivables As at June 30, 2024		Disputed Trade Receivables As at June 30, 2024		Total
	Considered Good	**Considered Doubtful**	**Considered Good**	**Considered Doubtful**	
Outstanding for a Period Less than six Months	1,144.34	-	-	-	**1,144.34**
Outstanding for a period of six months to one year	-	-	-	-	-
Outstanding for a Period of one year to two years	-	-	-	-	-

Particulars	Undisputed Trade Receivables As at June 30, 2024		Disputed Trade Receivables As at June 30, 2024		Total
	Considered Good	Considered Doubtful	Considered Good	Considered Doubtful	
Outstanding for a period of two to three years	-	-	-	-	-
Outstanding for a period of three years and above	-	-	-	-	-
Total	**1,144.34**	-	-	-	**1,144.34**

NOTE-18

STATEMENT OF CASH AND CASH BALANCES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash on hand	0.98	0.10	0.27	0.36
Balances with banks:				
In current accounts	1.57	1.25	0.10	0.44
In Fixed Deposits Accounts	-	-	-	-
Total	**2.55**	**1.35**	**0.36**	**0.80**

NOTE-19

STATEMENT OF SHORT-TERM LOANS & ADVANCES

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Loans and Advances to Related Parties (Unsecured,considered good)				
Anusha Raj Mathur	99.84	2.52	-	-
Mallicarjunan Balachandar	31.80	1.80	-	-
Kunal Raj Mathur	36.65	1.35	-	-
Vineet Raj Mathur	120.36	3.33	-	-
Krishna Mehta	0.40	-	-	-
Sunitee Raj	64.90	-	-	-
Others(unsecured, considered good)				
Advances to staff	-	-	-	-
Other Loans and Advances	0.50	0.50	-	0.10
Other Current Assets	-	-	0.01	-
Total	**354.45**	**9.50**	**0.01**	**0.10**

NOTE-20

STATEMENT OF OTHER CURRENT ASSETS

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
TDS Receivable	0.01	0.01	-	-
GST Receivable	-	-	-	-
Advances for construction work	-	-	-	-
Others	0.59	0.57	**-**	**-**
Total	**0.60**	**0.58**	**-**	**-**

NOTE-21

STATEMENT OF REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Sale of Products				
Press	3.47	4.03	3.22	-
Advertising Income	-	-	-	0.56
Production	-	0.97	17.76	0.15
Exports	419.08	697.23	-	-
Total	**422.55**	**702.24**	**20.98**	**0.71**

STATEMENT OF SEGEMENT-WISE REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
-	-	-	-	-
Total	**-**	-	-	**-**

NOTE-22

STATEMENT OF OTHER INCOME

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Rent Income	-	-	-	-
Interest on Bank Deposits	-	-	-	-
Other Income	-	0.27	-	-
Total	**-**	**0.27**	**-**	**-**

NOTE-23

STATEMENT OF PURCHASE

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31,2023**	**March 31, 2022**
Purchases	273.63	241.26	-	-
Total	**273.63**	**241.26**	**-**	**-**

NOTE-24

STATEMENT OF CHANGES IN INVENTORIES OF TRADED GOODS

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31,2023**	**March 31, 2022**
Opening Stock of Inventories	-	-	-	-
Less: Closing Stock	-	-	-	-
Total	**-**	**-**	**-**	**-**

NOTE-25

STATEMENT OF EMPLOYEES BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Salaries and Incentives	1.80	3.45	1.85	-
Salary to KMP	-	-	-	-
Directors' remuneration and allowances	3.60	20.40	-	-
Staff Welfare expenses	-	0.15	0.15	-
Total	**5.40**	**24.00**	**2.00**	**-**

NOTE-26

STATEMENT OF OTHER EXPENSES

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Electricity Charges	-	-	-	-
Printing & Stationary	-	-	-	0.09
Office and General Expense	1.67	12.68	-	-
Print Media Expense	-	-	5.41	-
Office Rent	-	-	-	-
Production Expense	12.00	-	5.11	-
Postage & Courier	-	-	-	-
Software Expense	-	-	-	

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Advertisement Expenses	-	-	0.83	0.44
Power & Fuel	0.01	0.01	-	-
Miscellaneous expense	-	-	0.46	-
Donations	-	-	5.41	-
Travelling Charges	2.06	0.72	1.46	-
Telephone & Comunication	0.03	-	-	-
Consultancy/professional charges	0.54	9.26	0.37	0.32
Payment to Auditors:				
Auditor Remuneration	**-**	1.17	**-**	**-**
Total	**16.31**	**23.85**	**13.64**	**0.85**
NOTE: Payment to Auditors				
Statutory Audit Fees	-	1.17	**-**	**-**

NOTE-27

STATEMENT OF FINANCE COST

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Chagres	0.08	0.18	0.10	-
Total	**0.08**	**0.18**	**0.10**	**-**

NOTE-28

STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSES

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Depreciation on Tangible Fixed Assets	0.05	0.02	-	-
Total	**0.05**	**0.02**	**-**	**-**

NOTE-29

STATEMENT OF CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
-		-	-	-
Total		-	-	-

NOTE-30

STATEMENT OF EARNING IN FOREIGN CURRENCY

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
-	-	-	-	-
Total	-	-	-	-

NOTE-31

STATEMENT OF EXPENDITURE IN FOREIGN CURRENCY

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
-	-	-	-	-
Total	-	-	-	-

NOTE-32

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

a)	Company/entity owned or significantly influenced by directors/ KMP	-
b)	Key Management Personnel's/Directors:	Vineet Raj Mathur (Director)
		Kunal Raj Mathur (Director)
		Mallicarjunan Balachandar (Director)
		Anusha Mathur (Director)
		Sailesh Srivastava (Director)
c)	Relative of Key Management Personnel's/Director/Partners/ Proprietor's/ HUF:	Sunitee Raj Mathur
		Vimal Raj Mathur

Transaction with Key Management Personnel/Directors

(Rs. In Lakhs)

Name of the Party	Nature of Transactions	As at			
		June 30,2024	March 31,2024	March 31,2023	March 31,2022
Mallicarjunan Balachandra	Directors Remuneration	1.90	8.40	-	-
Vineet Raj Mathur	Directors Remuneration	1.70	6.00	-	-
Mallicarjunan Balachandra	Loans & Advances Asset	31.79	1.79	-	-
Vineet Raj Mathur	Loans & Advances Asset	120.81	2.78	-	-
Kunal Raj Mathur	Loans & Advances Asset	36.65	1.35	-	-
Anusha Mathur	Loans & Advances Asset	99.84	2.52	-	-

Name of the Party	Nature of Transactions	As at			
		June 30,2024	March 31,2024	March 31,2023	March 31,2022
Vimal Raj Mathur	Unsecured Loans	3.44	0.14	-	-

NOTE-33

OTHER FINANCIAL INFORMATION- STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net worth (A)	819.02	323.74	4.80	0.87
Net Profit after Tax (B)	95.28	309.94	3.93	-0.14
No. of Shares outstanding at the end [F.V Rs.10](C)	5,00,000	1,00,000	10,000	10,000
Weighted average number of shares outstanding [F.V Rs.10](D)	5,00,000	1,00,000	10,000	10,000
Bonus Shares [E]	-	-	-	-
Earnings per Share (EPS) (Rs.)	19.06	309.94	39.30	-1.38
Return on Net Worth (B / A)	11.63%	95.74%	81.88%	-
Net Assets Value per Share (A / C)	163.80	323.74	48	8.7

Notes on Earnings Per Share:

1. Basic Earnings per share (Basic-EPS) has been calculated based on the net profit (PAT) attributable to equity shareholders as a numerator and equity shares outstanding before the event of bonus issue as a denominator, as if, the event of bonus issue not been there.
2. Diluted Earnings per share (Diluted-EPS) has been calculated based on the profit after Tax attributable to the equity shareholders as a numerator and number of equity shares outstanding after bonus issue as a denominator (as per AS-20).

Definitions of key ratios:

I. **Earnings per Share (Rs.)**: Net profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 “Earnings Per Share” as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

II. **Return on Net Worth (%)**: Net Profit after tax / Net worth as at the end of the year / period

III. **Net Asset Value (Rs.)**: Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period

IV. **EBIDTA**: Earnings (or profit/(loss)) before interest costs, income taxes, depreciation and amortization expenses

NOTE 34

RATIO ANALYSIS

Particulars	Numerator	Denominator	30-June-2024	31-Mar-2024	31-Mar-2023	31-Mar-2022
Current Ratio (no. of times)	Current Assets	Current Liabilities	2.19	1.84	4.66	26.62
Debt-Equity Ratio	Total Borrowings	Shareholder's Equity	0.36%	0.22%	0.00%	0.00%
Debt Service Coverage Ratio	Earning before interest, depreciation and taxes	Debt Service	NA	NA	NA	NA
Return on Equity Ratio	Profit for the Year	Shareholder Equity	11.63%	95.74%	81.85%	-16.06%
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	NA	NA	NA	NA
Trade receivables turnover ratio (no. of times)	Net Sales	Average trade receivables	0.46	2.00	7.32	NA
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	0.67	1.74	NA	NA
Net working capital turnover ratio (no. of times)	Net Sales	Average Working Capital	0.52	2.17	4.37	0.82
Net profit ratio (%)	Net Profits after taxes	Net Sales	22.55%	44.14%	18.73%	-19.45%
Operating EBITDA	-	-	127.20 Lakhs	413.40 Lakhs	5.34 Lakhs	(0.14) Lakhs

Particulars	Numerator	Denominator	30-June-2024	31-Mar-2024	31-Mar-2023	31-Mar-2022
Operating EBITDA Margin	Operating EBITDA	Net Sales	30.10%	58.86%	25.45%	-19.72%
Return on Capital Employed	EBIT	Capital Employed	15.52%	127.69%	111.21%	-16.06%

NOTE 35
OTHER RELEVANT DISCLOSURES

Additional regulatory information required by Schedule III of Companies Act, 2013:

A. Balance of Debtors & Creditors & Loans & advances Taken & given are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

B. The company has no transactions, which are not recorded in the books of accounts and which are surrendered or disclosed as income during the year in the tax assessment or in search or survey or under any other relevant provision of the Income Tax Act, 1961.

C. The Company has not traded or invested in crypto currency or virtual currency during the quarter ended June 30, 2024and the year ended March 2024, March 2023 and March 2022.

D. The Company did not have any transactions during the quarter ended June 30, 2024 and the year ended March 2024, March 2023 and March 2022 with the companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

E. The company has not been declared as willful defaulter by any bank or from any other lender during the quarter ended June 30, 2024 and the year ended March 2024, March 2023 and March 2022.

F. The company has no secured borrowings from banks hence not required to register any charges, which are required to be registered under The Companies Act, 2013.

G. As per the information & detail available on records and the disclosure given by the management, the company has complied with the number of layers prescribed under clause (87) of section 2 of the companies act read with the Companies (Restriction on number of layers) Rules 2017.

OTHER FINANCIAL INFORMATION

(Rs. In Lakhs)

Particulars	As at			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Net worth (A)	819.02	323.74	4.80	0.87
Net Profit after Tax (B)	95.28	309.94	3.93	-0.14
No. of Shares outstanding at the end [F.V Rs.10](C)	5,00,000	1,00,000	10,000	10,000
Weighted average number of shares outstanding [F.V Rs.10](D)	5,00,000	1,00,000	10,000	10,000
Bonus Shares [E]	-	-	-	-
Earnings per Share (EPS) (Rs.)	19.06	309.94	39.30	-1.38
Return on Net Worth (B / A)	11.63%	95.74%	81.88%	-
Net Assets Value per Share (A / C)	163.80	323.74	48	8.7

Notes on Earnings Per Share:

3. Basic Earnings per share (Basic-EPS) has been calculated based on the net profit (PAT) attributable to equity shareholders as a numerator and equity shares outstanding before the event of bonus issue as a denominator, as if, the event of bonus issue not been there.
4. Diluted Earnings per share (Diluted-EPS) has been calculated based on the profit after Tax attributable to the equity shareholders as a numerator and number of equity shares outstanding after bonus issue as a denominator (as per AS-20).

Definitions of key ratios:

I. **Earnings per Share (Rs.)**: Net profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 “Earnings Per Share” as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

II. **Return on Net Worth (%)**: Net Profit after tax / Net worth as at the end of the year / period

III. **Net Asset Value (Rs.)**: Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period

IV. **EBIDTA**: Earnings (or profit/(loss)) before interest costs, income taxes, depreciation and amortization expenses

RATIO ANALYSIS

Particulars	Numerator	Denominator	30-June-2024	31-Mar-2024	31-Mar-2023	31-Mar-2022
Current Ratio (no. of times)	Current Assets	Current Liabilities	2.19	1.84	4.66	26.62
Debt-Equity Ratio	Total Borrowings	Shareholder's Equity	0.36%	0.22%	0.00%	0.00%
Debt Service Coverage Ratio	Earning before interest, depreciation and taxes	Debt Service	NA	NA	NA	NA
Return on Equity Ratio	Profit for the Year	Shareholder Equity	11.63%	95.74%	81.85%	-16.06%
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	NA	NA	NA	NA
Trade receivables turnover ratio (no. of times)	Net Sales	Average trade receivables	0.46	2.00	7.32	NA
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	0.67	1.74	NA	NA
Net working capital turnover ratio (no. of times)	Net Sales	Average Working Capital	0.52	2.17	4.37	0.82
Net profit ratio (%)	Net Profits after taxes	Net Sales	22.55%	44.14%	18.73%	-19.45%
Operating EBITDA	-	-	127.20 Lakhs	413.40 Lakhs	5.34 Lakhs	(0.14) Lakhs
Operating EBITDA Margin	Operating EBITDA	Net Sales	30.10%	58.86%	25.45%	-19.72%
Return on Capital Employed	EBIT	Capital Employed	15.52%	127.69%	111.21%	-16.06%

CAPTIALISATION STATEMENT

The following table sets forth our capitalisation as at June 30, 2024 on the basis of our Restated Financial Statements. This table should be read in conjunction with 'Risk Factors', 'Management's Discussion and Analysis of Financial Condition and Results of Operations', 'Restated Financial Statements' on pages 32, 238 and 201 respectively.

(₹in lakhs, unless otherwise stated)

Particulars	Pre-Issue at June 30, 2024 [(1)]	Post Issue [(2)]
Current borrowings (excluding current maturity)	3.00	
Non-current borrowings (including current maturity)	-	
Total borrowings	**3.00**	
Shareholders' funds:		
Equity Share capital	50.00	
Other equity	769.02	
Total Equity	**819.02**	
Ratio: Total Borrowings/ Total Equity (in %)	0.36%	

(1) *The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending completion of the book building process and therefore has not been provided in the above statement*

For further details please see 'Capital Structure-Equity Share capital history of our Company' on page 58.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the three months ended June 30, 2024, and the Fiscals ended March 31, 2023, 2022 and should be read in conjunction with 'Financial Information' on page 201. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Financial Information and the sections entitled "Summary of Financial Information" and "Restated Financial Information" on pages 43 and 201. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 32. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the section entitled "Forward-Looking Statements" on page 25. Unless otherwise stated or unless the context otherwise requires, the financial information of our Company used in this section has been derived from the Restated Financial Information. Unless noted otherwise, some of the industry related information in this section is obtained or extracted from the industry report titled "*Digital Media Industry*" dated August 30, 2024, prepared by *CARE Analytics and Advisory Private Limited* ("***CARE Report***"). *We commissioned and paid for the CARE Report pursuant to the engagement letter dated July 05, 2024 executed by CARE, for the purposes of confirming our understanding of the industry specifically for the purpose of the Offer.*

Our Fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular Fiscal year are to the 12-month period ended March 31 of that year.

BUSINESS OVERVIEW

Our Company was originally incorporated on 25th January 2022 as a Private Limited Company as "Omnistar Advertising Private Limited" vide Registration No. 159055 under the provisions of The Companies Act, 2013 with the Registrar of Companies, Telangana.

Thereafter the name of the Company was changed to "Omnistar Entertainment.Com Private Limited" and with a view to expand the business, our Company was converted into public limited company as "Omnistar Entertainment.Com Limited" in the year 2023.

We initially started as an advertising agency managing local press advertisements and also designing of sales promotion material. Later on we are diversified into Production, Entertainment, Digital Marketing, IT & ITES, Trade etc by altering the objects clause at the Extra Ordinary General Meeting held on September 28, 2023. A fresh certificate of incorporation consequent upon change of name and object clause with Corporate Identification Number U62013TG2022PLC159055.

For details of our various service offerings, please see "Our Business -Overview" chapter on page 120

Geographic Mix

Historically, we have derived a majority of our revenues from India and we expect this to be the case going forward. Set forth below are details of our revenue from operations from India and Outside India for the periods indicated.

(₹in Lacs)

Particulars	For the three-month period ended June 30, 2024		For the Financial Year					
			2024		2023		2022	
India	422.55	100%	702.24	100%	20.98	100%	0.71	100%
Outside India	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Total Revenue from operations	**422.55**	**100%**	**702.24**	**100%**	**20.98**	**100%**	**0.71**	**100%**

Factors affecting our results of operations:

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page no 32. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our success heavily relies on our management team; their loss could significantly hinder our ability to manage and grow the business effectively;
- General economic and business conditions;
- The entertainment industry is subject to changes in audience tastes and preferences;
- Economic, income, and demographic conditions in India;
- Changes in laws and regulations affecting our industry;
- Any changes in tax laws providing incentives to our industry;
- Interest rates prevailing in our country;

Significant developments subsequent to the last financial year:

The board of directors of the company announced a rights issue in the ratio of Four new rights equity shares for every one existing equity shares having an issue price of ₹100 each and record date was April 01, 2024 and also considering bonus issue in the ratio nine bonus equity shares for one existing equity shares and record date August 09, 2024.

Key Performance Indicators

Particulars	For three months ended June 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
	(₹ Lakhs)	(₹ Lakhs)	(₹ Lakhs)	(₹ Lakhs)
Total income	422.55	702.51	20.98	0.71
Total revenue from operations (in ₹)	422.55	702.24	20.98	0.71
Current Ratio (in times)	2.19	1.84	4.66	26.62
EBIDTA (₹ in Lakhs)	127.20	413.40	5.34	(0.14)
EBIDTA Margin (in %)	30.10%	58.86%	25.45%	-19.72%
Net Profit for the Year				
Net Profit Margin (in %)	22.55%	44.14%	18.73%	-19.45%
Return on Net Worth (in %)	11.63%	95.74%	81.85%	-16.06%
Debt- Equity Ratio	0.36%	0.22%	0.00%	0.00%
Debt Service Coverage Ratio	NA	NA	NA	NA

Notes:

a) Total income includes revenue from operation and other income
b) Revenue from operations represents the receipt income by the Company as recognized in the Restated financial information.
c) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
d) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has

been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation, and amortization expense.

e) EBITDA margin is calculated as EBITDA as a percentage of total income.
f) Net Profit for the year represents the restated profits of our Company after deducting all expenses.
g) Net Profit margin is calculated as restated profit & loss after tax for the year divided by total income.
h) Return on net worth is calculated as Profit for the year, as restated, attributable to the owners of the Company for the year

divided by Average Net worth (average total equity). Average total equity means the average of the aggregate value of the paid-up share capital and other equity of the current and previous financial year.

i) Debt-equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital and other equity.
j) Debt Service Coverage Ratio is calculated by dividing the sum of Profit after Tax and interest amount by sum of the repayment of loan and Interest.

Our Critical Accounting Policies

There has been no change in accounting policies in last 3 (three) years.

SUMMARY OF THE RESULTS OF OPERATION:
Discussion on Results of Operation

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the period ended on June, 30 2024 and financial years ended on March 31, 2024, 2023 and 2022.

Results of Our Standalone Operations
The following table sets forth select financial data from our financial statements as restated of profit and loss for the period of June, 30 2024 and financial years ended on March 31, 2024, 2023 and 2022, the components of which are also expressed as a percentage of total revenue for such periods:

(Rs. In Lakhs)

Particulars	For the period ended			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Income				
Revenue From Operations	422.55	702.24	20.98	0.71
Other Income	-	0.27	-	-
Total Income (a)	**422.55**	**702.51**	**20.98**	**0.71**
% of Total Income	**100.00%**	**99.96%**	**100.00%**	**100.00%**
Expenses				
Operating Expenses	273.63	241.26	-	-
Employee Benefit Expenses	5.4	24	2	-
Finance costs	0.08	0.18	0.1	-
Depreciation and amortization expenses	0.05	0.02	-	-
Other expenses	16.31	23.85	13.64	0.85
Total Expenses (b)	**295.48**	**289.31**	**15.74**	**0.85**
Total Expenses (%) / Total Income	**69.93%**	**41.18%**	**75.02%**	**119.72%**
Profit Before Exceptional and Extraordinary Items and Tax (a-b)	**127.07**	**413.2**	**5.24**	**-0.14**
Exceptional and Extraordinary Items	-	-	-	-
Net Profit Before Tax	**127.07**	**413.2**	**5.24**	**-0.14**
Net Before Tax (%) / Total Income	**30.07%**	**58.82%**	**24.98%**	**-19.72%**
Tax Expense:				
Current Tax	31.77	103.23	1.31	-

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Deferred Tax	0.03	0.02	-	-
Net Profit/ (Loss) after Tax	**95.28**	**309.94**	**3.93**	**-0.14**
Net Profit % / Total Income	**22.55%**	**44.12%**	**18.73%**	**-19.72%**

FY 2024 was the first full year of commercial operations for all practical purposes wherein our ITES business fully bloomed, hence there was a steep increase in turnovers as compared to FY 2023 which is an aberration. However from FY 2025, the turnovers will have a modest increase.

Financial Year 2023-24 compared with 2022-23
In FY 2023-24, our total income has increased by 33.48 times from Rs. 20.98 lakhs for FY 2022-23 to Rs. 702.51 lakhs for FY 2023-24 primarily due to the following reasons:

Revenue from operations: Revenue from operation has increased by 33.47 times from Rs. 20.98 lakhs for FY 2022-23 to Rs. 702.24 lakhs for FY 2023-24. The increase was mainly due to fructification of ITES business.

Other Income: Other income has increased from Rs. zero for FY 2022-23 to Rs. 0.27 lakhs for FY 2023-24.

Operating Expenses: Operating Expenses has increased from Rs. zero for FY 2022-23 to Rs. 241.23 lakhs for FY 2023-24. The increase was mainly on account of ITES business and in the previous year there was no purchases.

Employee Benefit Expenses**:** Employee Benefit Expenses has increased by 12 times from Rs 2.00 lakhs for FY 2022-23 to Rs 24.00 lakhs for FY 2023-24. The increase was mainly due to increase in salary expenses owing to increase in number of employees engaged for implementing technical projects under ITES.

Depreciation and Amortization Expenses: Depreciation and Amortization Expenses has increased from Rs. zero for FY 2022-23 to Rs 0.02 lakhs for FY 2023-24 on account of assets acquisition.
Finance Cost: Finance cost has increased by 1.80 times from Rs.0.10 lakhs for FY 2022-23 to Rs 0.18 lakhs for FY 2023-24. The increase was mainly due to increase in banking operations.

Other Expenses: Other Expenses has increased by 1.75 times from Rs.13.64 lakhs for FY 2022-23 to Rs 23.85 lakhs for FY 2023-24. The increase is mainly due to substantial increase in operations.

Profit before Tax: Profit before tax has increased by 78.85 times from Rs.5.24 lakhs for FY 2022-23 to Rs 413.20 lakhs for FY 2023-24.

Tax Expenses: Tax expenses has increased by 71.82 times from Rs.1.31 lakhs for FY 2022-23 to Rs 103.25 lakhs for FY 2023-24. Total tax expenses comprise of current tax and deferred tax.

Profit after Tax: Profit after tax increased by 78.87 times from Rs.3.93 lakhs for FY 2022-23 to Rs 309.94 lakhs for FY 2023-24. The increase was mainly due to substantial increase in operations.

OVERVIEW OF REVENUE AND EXPENDITURE

Revenue and Expenditure

Total Revenue: Our total revenue comprises of revenue from operations and other income.

Revenue from operations: Our revenue from operations comprises of Sale of Services.

Other Income: Our other income comprises of mainly on account of rounding of and other duties and taxes adjustments

Expenses: Our expenses comprise of Cost of Operation, Employee Benefit Expenses, Finance Cost, Depreciation and Amortisation Expenses and Other Expenses.

Cost of Operation: Our Cost of Operation comprises of purchases and direct expenses.

Employee Benefit Expenses: Our employee benefit expense consists of Salaries, Wages & Bonus, Director's Remuneration, Contribution to ESI, Contribution to EPF, Gratuity Expenses Current Year and Staff Welfare Expenses.

Finance Cost: Our finance costs comprise of Bank Charges, Interest on Term Loan and Loan Process Charges.

Depreciation and amortisation expenses: Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on tangible assets.

CASH FLOW

(₹in Lakhs)

Particulars	For the 3 months period ended June 30, 2024	Year ended March 31,		
		2024	2023	2022
Net cash from Operating Activities	(398.33)	(7.50)	(0.34)	(0.20)
Net cash flow from Investing Activities	(0.38)	(0.33)	-	-
Net Cash Flow Financing Activities	399.92	8.82	(0.10)	1.00

CASH FLOWS FROM OPERATING ACTIVITIES

Cash flow for the period ended on June 30, 2024

Net cash flow from operating activities for the period ended June 30, 2024 was Rs. (398.33) lakhs. Our operating profit before working capital changes was Rs. 127.20 lakhs, which was primarily adjusted by increase in trade receivables, increase in other current assets, increase in trade payables and increase in other current liabilities.

Cash flow for the Financial year ended March 31, 2024

Net cash flow from operating activities for the financial year ended March 31, 2024 was Rs. (7.50) lakhs. Our operating profit before working capital changes was Rs. 413.14 lakhs, which was primarily adjusted by increase in trade receivables, increase in other current assets, increase in trade payables and increase in other current liabilities**.**

Cash flow for the Financial year ended March 31, 2023

Net cash flow from operating activities for the financial year ended March 31, 2023 was Rs. (0.34) lakhs. Our operating profit before working capital changes was Rs. 5.34 lakhs, which was primarily adjusted by increase in trade receivables, decrease in other current assets and decrease in other current liabilities.

Cash flow for the Financial year ended March 31, 2022

Net cash flow from operating activities for the financial year ended March 31, 2023 was Rs. (0.20) lakhs. Our operating profit before working capital changes was Rs. (0.14) lakhs, which was primarily adjusted by increase in trade receivables, increase in other current assets, increase in trade payables and increase in other current liabilities.

CASH FLOWS FROM INVESTMENT ACTIVITIES

Cash flow for the period ended on June 30, 2024

Net cash flow from investing activities for the period ended June 30, 2024 was Rs. (0.38) lakhs. This was primarily on account of Purchase of Fixed Assets.

Cash flow for the Financial year ended March 31, 2024

Net cash flow from investing activities for the financial year ended March 31, 2024 was Rs. (0.33) lakhs. This was primarily on account of Purchase of Fixed Assets and miscellaneous income.

Cash flow for the Financial year ended March 31, 2023

Net cash flow from investing activities for the financial year ended March 31, 2023 was Nil. This was primarily on account of Non-Purchase of Fixed Assets and Other Non-Current Assets.

Cash flow for the Financial year ended March 31, 2022

Net cash flow from investing activities for the financial year ended March 31, 2022 was Nil. This was primarily on account of Non-Purchase of Fixed Assets and Other Non-Current Assets.

CASH FLOWS FROM FINANCING ACTIVITIES

Cash flow for the period ended on June 30, 2024

Net cash flow from financing activities for the period ended June 30, 2024 was Rs. 399.92 lakhs. This was primarily on account of finance cost and increase in equity.

Cash flow for the Financial year ended March 31, 2024

Net cash flow from financing activities for the financial year ended March 31, 2024 was Rs. 8.82 lakhs. This was primarily on account of finance cost and increase in equity.

Cash flow for the Financial year ended March 31, 2023

Net cash flow from financing activities for the financial year ended March 31, 2023 was Rs. (0.10) lakhs. This was primarily on account of finance cost.

Cash flow for the Financial year ended March 31, 2022

Net cash flow from financing activities for the financial year ended March 31, 2022 was Rs. 1.00 lakh. This was primarily on account of increase in equity.

INFORMATION REQUIRED AS PER ITEM 11 (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1 Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Prospectus, there are no unusual or infrequent events or transactions in our Company.

2 Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations.

3 Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section "*Risk Factors*" beginning on page no [.] in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4 Expected Future Changes in relationship between costs and revenues, in case of events such as future increase in labour, Material costs or prices that will cause a material change are known

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the products and services in which the Company deals, will affect the profitability of the Company.

5 Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

6 Total turnover of each major industry segment in which the issuer company operated.
Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page no [.] of this Draft prospectus.

7 Status of any publicly announced new products or business segment.

Our Company has not announced any new projects or business segments, other than disclosed in the Draft prospectus.

8 The extent to which business is seasonal.

Our Company's business is not seasonal in nature.

9 Any significant dependence on a single or few suppliers or customers.

We are not under threat of dependence from any single supplier or customer because in FY 2025 we have identified new customers, thereby decreasing the dependence on any single customer.

10 Competitive conditions.

The market for media and entertainment are rapidly growing. We face competition from new entrants as well as existing established domestic and foreign companies in India. Market realities continue to reshape the media and entertainment industry. Our competition depends on several factors: technology platforms are evolving rapidly, new business models are emerging, consumer viewing habits are changing, growing viewer base outside India, .

FINANCIAL INDEBTEDNESS

CERTIFICATE ON FINANCIAL INDEBTEDNESS

To
The Board of Directors
Omnistar Entertainment.com Limited
Flat No 402,
Raj Royal Megistic 7-1-215/A,
D K Road, Ameerpet Hyderabad - 500016

Dear Sir/Madam,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each ("Equity Shares") by Omnistar Entertainment.com Limited ("Company") (referred to as the "Issue").

We, K M Chauhan and Associates, Chartered Accountants, have been informed that the Company proposes to file the Draft Red Herring Prospectus with respect to the Issue (the "**DRHP**") with National Stock Exchange of India Limited ("**NSE**") 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 subsequently (i) proposes to file a Red Herring Prospectus with the SEBI, NSE and the Registrar of Companies, Hyderabad ("**Registrar of Companies**" and such Red Herring Prospectus, the "**RHP**"); (ii) proposes to file a Prospectus with the SEBI, NSE and the Registrar of Companies (the "**Prospectus**"); and (iii) issue any other documents or materials in relation to the Issue (such documents or materials collectively with the DRHP, RHP and Prospectus, the "**Issue Documents**").

In relation to the Issue, we hereby confirm that the following particulars in relation to the following sections proposed to be incorporated in the Draft Red Herring Prospectus are true, fair, correct and complete and form adequate disclosure for the purpose of incorporation in the Draft Red Herring Prospectus as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Companies Act, 2013 and other applicable laws and regulations:

a) Financial Indebtedness as disclosed in **Annexure A**;
b) Delay in repayment of Loan in **Annexure B**

Further, we confirm that the Company has been in compliance with all the financial covenants under the financing agreements entered into by the Company with the lenders in relation to the loans availed by the Company which are outstanding as on date.

We hereby confirm that we have conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the '*Guidance Note on the Reports or Certificates for Special Purposes (Revised 2016)*' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes requires that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time. We also confirm that 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,' issued by the ICAI.

This certificate may be relied upon by the Book Running Lead Manager and legal counsel appointed in relation to the Issue. This certificate is for information and for inclusion in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus (the "**Issue Documents**") to be issued by the Company in relation to the Issue. We hereby consent to aforementioned details being included in the Issue Documents and submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

We confirm that any changes to the above that we may be aware of shall immediately be intimated to the Book Running Lead Manager till the date the Equity Shares of the Company commence trading on the

stock exchange. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents.

Yours sincerely,

For K M Chauhan and Associates
Chartered Accountants
ICAI Firm Registration Number: 125924W

CA. Kishorsinh M Chauhan
Partner
Membership No.: 118326
Place: Mumbai
Date: [●]
UDIN: [●]

CC:

Book Running Lead Manager	Legal Counsel to the Issue

Annexure A

Name of lender	Nature of Loan Facility	Security	Amount Sanctioned (in Rs. Lakhs)	Amount Outstanding as at 30.06.2024	Rate of interest (%)	Repayment Schedule
SECURED LOANS	-	-	-	-	-	-
UNSECURED LOANS	-	-	-	-	-	-

Annexure B

Banks	Details of Loans availed	Financial Year in which delay occurred	Amount of default (₹ in lakhs)	Period of default (in days)
-	-	-	-	-

SECTION VIII
LEGAL AND OTHER REGULATORY INFORMATION
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below, there are no outstanding (i) Civil and criminal proceedings involving our Company, Directors, or Promoters or Promoter Group; (ii) actions by statutory or regulatory authorities involving our Company, Directors, or Promoters or Promoter Group; (iii) outstanding claims relating to direct and indirect taxes involving our Company, Directors, or Promoters or Promoter Group; and (iv) other pending litigation involving our Company, Directors, or Promoters or Promoter Group and (v) any amount due with any creditor as determined to be material by our Board; or (vi) litigation involving our Group Company which has a material impact on our Company.

Further, there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences and no disciplinary action has been taken by SEBI or any Stock Exchange against our Promoters, our Directors or Promoter Group Companies.

Our Company has no subsidiaries as on the date of this Draft Red Herring Prospectus. For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory or regulatory or taxation authorities) have not and shall not, unless otherwise decided by our Board, be considered material until such time that any of the Relevant Parties, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus or Red Herring Prospectus and Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

Our Board, in its meeting held on September 06, 2024 determined that outstanding legal proceedings involving the Relevant Parties will be considered as material ('Materiality Policy') if:

- *the aggregate monetary claim made by or against the Company, Directors, or Promoters, as the case may be, in any such pending litigation or arbitration proceeding is in excess of 5 % of the profit after tax of the Company, in the most recently completed Financial Year as per the Restated Financial Statements; or*
- *in such litigation the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company,*

Our Company does not have any subsidiaries and therefore, there are no outstanding litigation involving our subsidiaries which will have a material impact on our Company.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

A. LITIGATION INVOLVING OUR COMPANY

I. LITIGATION FILED AGAINST OUR COMPANY

1. Litigation Involving Criminal Matters: NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL

3. Litigation/Matters involving Tax Liabilities:

i. Direct Tax Liabilities: NIL

ii. Indirect Tax Liabilities: NIL

4. Other Pending Litigations: NIL

II. LITIGATIONS FILED BY OUR COMPANY

1. Litigation Involving Criminal Matters: NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL

3. Litigation Involving Tax Liabilities: NIL

4. Other Pending Litigations: NIL

B. LITIGATIONS INVOLVING OUR DIRECTORS

I. LITIGATIONS FILED AGAINST THE DIRECTORS

1. Litigation involving Criminal Matters: NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities: NIL

3. Litigation Involving Tax Liabilities: NIL

II. LITIGATIONS FILED BY OUR DIRECTORS

1. Litigation involving Criminal Matters: NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities: NIL

3. Litigation Involving Tax Liabilities: NIL

4. Other Pending Litigations: NIL

C. LITIGATION INVOLVING OUR PROMOTER

I. Litigation against our Promoter:

a. Litigation involving Criminal Laws: NIL

b. Litigation involving Civil Laws: NIL

c. Litigation involving actions by Statutory/ Regulatory Authorities: NIL

d. Litigation involving actions by Direct / Indirect tax Authorities: NIL

e. Other pending litigations: NIL

II. Litigation by our Promoter:

a. Litigation involving Criminal Laws:

b. Litigation involving Civil Laws: NIL

c. Litigation involving actions by Statutory/ Regulatory Authorities: NIL

d. Litigation involving actions by Direct / Indirect tax Authorities: NIL

e. Other pending litigations: NIL

i. LITIGATION INVOLVING GROUP COMPANIES

Our Company has no Group Company/ies.

ii. LITIGATION MATTERS RELATED TO OUR SUBSIDIARY COMPANY

Our Company has no Subsidiary Company/ies.

iii. ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES

NIL

iv. OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY

NIL

C. MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 238, there have been no material developments that have occurred after the Last Balance Sheet date.

D. OTHER MATERIAL INFORMATION

1. Material frauds committed against our Company

There have been no instances of material frauds committed against our Company since incorporation till the date of this Draft Red Herring Prospectus.

2. Past cases where penalties imposed

There are no past cases since incorporation till the date of this Draft Red Herring Prospectus., where penalties were imposed on our Company by concerned authorities.

3. Past inquiries, inspections and investigations under the Companies Act

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous company law since incorporation in the case of our Company till the date of this Draft Red Herring Prospectus.

4. Fines imposed or compounding of offences

There have been no prosecutions filed by our Company and its Subsidiaries (whether pending or not) fines imposed, compounding of offences since incorporation till the date of this Draft Red Herring Prospectus.

5. Proceedings initiated against our Company for economic offences

There are no pending proceedings initiated against our Company for any economic offences as on the date of this Draft Red Herring Prospectus..

6. Defaults and non-payment of statutory dues

Our Company has no outstanding defaults in relation to statutory dues, dues payable to holders of any debentures (including interest) or dues in respect of deposits (including interest) or any defaults in repayment of loans from any bank or financial institution (including interest).

7. Outstanding litigation involving our Company, Directors or any other person whose outcome could have a material adverse effect on our Company

Our Company, Directors or any other person does not have any outstanding litigation whose outcome could have a material adverse effect on our Company.

8. Adverse Events

There are no disciplinary actions taken by SEBI or stock exchanges against our Company or its Directors.

GOVERNMENT AND OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities. In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

Corporate Approvals:

a. Our Board, pursuant to its resolution dated July 12, 2024 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;
b. The shareholders of our Company have, pursuant to their resolution passed at the Extra Ordinary General Meeting of our Company held on August 05, 2024 authorized the Issue;
c. Our Board approved this Draft Prospectus pursuant to its resolution dated [.]

Approval from the Stock Exchange:

d. In-principle approval dated [.] from the NSE for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

Agreements with NSDL and CDSL

1. The Company has entered into a tripartite agreement dated February 23, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

2. The Company has entered into an agreement dated February 21, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

II. Incorporation related Approvals

Sr. No.	Nature of Registration/License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U74999TG2022PTC159	Companies Act,2013	Deputy Registrar of	25/01/2022	Valid till cancelled

Sr. No.	Nature of Registration/License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
		055		Companies, Central Registration Centre		
2.	Consequent to name change of the Company	U74999TG2022PTC159055	Companies Act,2013	Registrar of Companies, Hyderabad	21.10.2023	Valid till cancelled
3.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U74999TG2022PLC159055	Companies Act, 2013	Registrar of Companies, Hyderabad	13.12.2023	Valid till cancelled
4.	Fresh Certificate of incorporation pursuant to change in Object clause	U74999TG2022PTC159055/U62013TG2022PTC159055	Companies Act, 2013	Registrar of Companies, Hyderabad	15.12.2023	Valid till cancelled

III. Corporate/General Authorizations and those related to business of the Company:

Sr. No.	Nature of Registration/ License	Registration /License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number	AADCO6848E	Income Tax Act, 1961	Income Tax Department		**-**
2.	Tax Deduction and Collection Account Number	HYDO04312A	Income Tax Act, 1961	Income Tax Department		
3.	Registration Certificate of Goods & Service Tax (GST)	36AADCO6848EIZA	Central goods and services tax act, 2017		12.01.2024	
4.	Shop & Establishment License	SEA/HYD/ACL/A2/0939122/2024.	TELANGANA SHOPS AND ESTABLISHMENTS ACT, 1988	Government of Telangana, Labour Department	03.09.2024	
5.	Certificate of Registration-Profession tax	36240904751315			04.09.2024	-
6.	UDYAM Registration	UDYAM-TS-02-0166045	Ministry of Micro,	Ministry of Micro, Small		

Sr. No.	Nature of Registration/ License	Registration /License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
			Small and Medium Enterprises	and Medium Enterprises		
7.	Importer-Exporter Code	AADCO6848E	Foreign Trade Act, 1992		13/02/2024	

iv. Registered domain name relating to our Company-

S.No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Creation Date	Registration Expiry Date
1	NAME: – OMNISTARENTERTAINMENT.COM REGISTRY DOMAIN ID : 2850863090_DOMAIN_COM-VRSN WEBSITE: www.omnistarentertainment.com	IANA ID:1636	2024-01-30T10:34:12Z	2025-01-30T10:34:12Z

i. Intellectual Property: -

Details of the trademarks or Copyrights are: -

Class	Brand Name/Logo Trademark	Registration No/Application No	Applicant	Date of Registration/Application	Date of Expiry
Class 42	OMNISTAR	6451021	PASHIKANTI KIRAN	27/05/2024	Application made registration yet to be granted. Current status - Sent to Vienna
Class 35	OMNISTAR	6451019	PASHIKANTI KIRAN	27/05/2024	Application made registration yet to be granted. Current status -

					Sent to Vienna
Class 41	OMNISTAR	6451020	PASHIKANTI KIRAN	27/05/2024	Application made registration yet to be granted. Current status - Sent to Vienna

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Offer has been authorized by a resolution of our Board dated July 12, 2024 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated August 05, 2024.

For further details, see the section titled “The Issue” on page 41.

Our Board has approved this Draft Red Herring Prospectus for filing with Stock Exchange pursuant to their resolutions dated September 14,2024.

In-principle Listing Approval

Our Company has received in principle approval from Emerge Platform of National Stock Exchange of India Limited (“**NSE EMERGE**”) for the listing of the Equity Shares pursuant to letter dated [●].

Prohibition By Sebi Or Other Governmental Authorities

Our Company, our Subsidiaries, our Promoters, members of the Promoter Group, our Directors and person in control of our Company have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, in relation to our Company, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is an unlisted company, under regulation 229(2) of the SEBI(ICDR) Regulations, 2018:

“An issuer, whose post issue face value capital is more than ten crore rupees and upto twenty-five crore rupees, may also issue specified securities in accordance with provisions of this Chapter”

Our Company confirms that it is in compliance with the conditions specified in Regulation 230(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 230(2) of the SEBI ICDR Regulations, to the extent applicable.

The details of our compliance with Regulation 228 and Regulation 230(1) of the SEBI (ICDR) Regulations are as follows:

⇨ None of our Company, our Promoters, members of Our Promoter Group, Our Directors are debarred from accessing the capital markets by SEBI;

⇨ None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;

⇨ None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower;

⇨ None of our Promoters or Directors has been declared a Fugitive Economic Offender;

⇨ There are no convertible securities, including any outstanding warrants, options, or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus;

⇨ Our Company along with Registrar to the Offer has entered into tripartite agreements dated February 21, 2024 and February 23, 2024 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

⇨ The Equity Shares of our Company held by the Promoters are in dematerialised form;

⇨ All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of the filing of this Draft Red Herring Prospectus;

The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India**.

Our Company is incorporated under Companies Act, 2013

2. Track Record

A. The company should have a track record of at least 3 years.

Our company was incorporation dated January 25, 2022.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

Particulars	For the year ended March 31		
	2024	2023	2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	413.39	5.34	-0.14
Networth	323.73	4.80	0.86

Further, in accordance with Regulation 268(1) of the SEBI ICDR Regulations, our Company shall ensure that the issuer shall not make an allotment pursuant to a public issue if the number of allottees in an initial public offer is less than fifty. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

PROHIBITION BY RBI

Neither our Company, nor our Promoter's or Directors have been identified as a willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
None of our Company, Promoter's or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoter and Promoter Group follows the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT 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 THE OFFER DOCUMENT. THE LEAD MANAGER EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [•] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER

RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Offer will be complied with at the time of registration of this Prospectus with the ROC in terms of section 26 and 28 of the Companies Act, 2013.

Disclaimer from our Company and the Book Running Lead Manager

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus. or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus. does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus. comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus. has been filed with BSE Limited for its observations and BSE Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft 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 sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus. in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

National Stock Exchange of India Limited ("NSE") has given vide its letter dated [●] permission to our Company to use its name in this Offer Document as one of the Stock Exchanges on which this company's securities are proposed to be listed on the SME PLATFORM OF BSE. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

The Equity Shares of our Company are proposed to be listed on NSE EMERGE platform of the NSE. Our Company has obtained in-principle approval from NSE EMERGE by way of its letter dated [•] for listing of equity shares on SME Platform of NSE i.e., NSE EMERGE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE platform of the NSE Limited mentioned above are taken within three (3) Working Days of the Issue Closing Date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

Application will be made to the "BSE Limited" for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), our Company will forthwith repay, without interest, all moneys received from the bidders in

pursuance of the Draft Red Herring Prospectus.If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") mentioned above are taken within six Working Days from the Issue Closing Date.

Disposal of Investor Grievances by our Company

Our Company has constituted a Stakeholders' Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled "Our Management" beginning on page 108 of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Priyanka Bhutani, as the Company Secretary to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary are as follows:

Ms. Divya Rathi
C/o OMNISTAR ENTERTAINMENT.COM LIMITED
Telephone: +91-
Website: www.omnistarentertainment.com
Email id: cs@omnistarentertainment.com

Investors can contact the Company Secretary or the Registrar to the Issue in case of any pre-Issue or post- Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES".

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

The Company shall obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated December 18, 2014 in relation to redressal of investor grievances through SCORES. As on the date of this Draft Red Herring Prospectus. there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus..

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 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditors; and (b) the Lead Manager, Registrar to the Offer, the Legal Advisors to the Offer, Banker to the Issue*(#)*, Bankers to the company, Market Maker*(#)* and Underwriters to act in their respective capacities, have been or shall be duly obtained as the case may be and shall be filed along with a copy of the Prospectus with the ROC, as required under Section 26 and Section 28 of the Companies Act, 2013.

**The aforesaid will be appointed prior to filing of the Prospectus with ROC and their consents as above would be obtained prior to the filing of the Prospectus with ROC.*

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s K M Chauhan & Associates., Chartered Accountants, Statutory and Peer Review Auditors, have provided their written consent for the inclusion of their name and Statement of Tax Benefits dated September 06, 2024 on possible tax benefits which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus. in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

EXPERT OPINION

Except for the reports in the section titled "Financial Statements and "Statement of Tax Benefits" on page 201 and 74 respectively of this Draft Red Herring Prospectus. from the Statutory Auditor, our Company has not obtained any expert opinions

Here, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

Sr. No.	Issue name	Issue size (Rs. Lakhs)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (Rs.)	+/- % change in closing price, +/-% change in Closing benchmark		
						30th calendar days from listing	90th calendar days from listing	180th Calendar days from listing
1.	Rite Zone Chemcon India Limited	896.40	75.00	November 11, 2022	82.85	-7.99%; [0.80%]	-11.56%; [-2.60%]	-19.21%; [-0.46%]
2.	Dollex Agrotech Limited	2,438.80	35.00	December 28, 2022	30.00	15.24%; [-1.27%]	-12.70%; [-6.27%]	18.10%; [3.00%]
3.	Sonalis Consumer Products Limited	283.20	30.00	June 19, 2023	38.00	85.59%; [5.30%]	69.65% [7.66%]	-17.29%; [14.40%]
4.	Zeal Global Services Limited	3,646.20	103.00	August 09, 2023	147.00	57.11%; [0.48%]	32.52%,]; [-1.12%]	16.29%; [10.90%]
5.	Mangalam Alloys Limited	5491.20	80.00	October 04, 2023	80.00	-34.54%; [-1.56%]	-32.70%; [11.86%]	-55.46%; [14.87%]
6.	Royal Sense Limited	986.00	68.00	March 19, 2024	129.20	16.10%: [1.51%]	2.65% [7.55%]	NA
7.	Jay Kailash Namkeen Limited	1,192.53	73.00	April 08, 2024	85.00	-12.59%; [-1.61%]	-21.94%; [7.30%]	NA
8.	K2 Infragen Limited	4,054.09	119.00	April 08, 2024	167.00	-18.96%; [-1.61%]	83.90%; [-7.30%]	NA
9.	Durlax Top Surface Limited	2,856.00	68.00	June 26, 2024	109.00	-25.54%; [-1.61%]	NA	NA
10.	Mason Infratech limited	3,046.40	64.00	July 01, 2024	88.00	73.11%; [-2.88%]	NA	NA

Sources: All share price data is from www.nseindia.com & www.bseindia.com.

Note:

i. The CNX Nifty are considered as the Benchmark Index
ii. Prices on NSE are considered for all of the above calculations
iii. In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered
iv. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
v. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

Summary statement of price information of past issues handled by Expert Global Consultants Private Limited:

Financial Year	Total no. of IPOs	Total Funds raised (Rs. Crores)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-22	2	3,335.20	-	-	1	-	-	1	-	-	1	-	-	1
2022-23	4	10,406.60	-	1	-	2	-	1	1	-	1	-	-	1
2023-24	4	11,149.02	-	-	2	-	-	-	-	-	-	-	-	-

PREVIOUS RIGHTS AND PUBLIC OFFERS

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.However, the company has previously filed Draft Red Herring Prospectus. with BSE (SME Platform) dated January 3, 2023. Later, the company in the Board meeting dated February 21, 2023 decided to withdraw the Draft Red Herring Prospectus. dated January 3, 2023 filed with BSE SME Platform (due to change in eligibility requirement) and to file a fresh Draft Red Herring Prospectus. with the BSE (SME Platform) dated March 1, 2023.

Further, the Draft Red Herring Prospectus. dated March 1, 2023 with BSE SME Platform was containing the Restated Financial Statement as of September 30, 2022. In terms of SEBI (ICDR) Regulations, at the time of opening of the Issue the Financial Statements including in the Offer Document shall not be older than six months. Therefore, the Company in the Board meeting dated March 29, 2023 decided to withdraw the said Draft Red Herring Prospectus. filed with the BSE (SME Platform) and to file this fresh Draft Red Herring Prospectus. dated April 3, 2023 including the Restated Financial Statements for the period ended December 31, 2022.

TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: https://www.expertglobal.in/

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled "*Capital Structure*" on page 58, our Company has not made any capital issue during the previous three years.

We do not have any listed Group Company / Subsidiary / Associate as on date of this Draft Red Herring Prospectus..

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public Offer of the 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.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled "*Capital Structure*" beginning on page 58, we have not made any previous rights and / or public issues during the last five (5) years and are an "Unlisted Issuer" in terms of SEBI ICDR Regulations and this Offer is an "Initial Public Offer" in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

SECTION IX
ISSUE RELATED INFORMATION
TERMS OF THE ISSUE

The Offer

The Offer comprises a Fresh Issue by our Company.

Ranking of Equity Shares

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, our MoA and AoA, and shall rank pari passu with the existing Equity Shares in all respects including dividends. 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.
For further details, please refer to Section titled *"Main Provision of Articles of Association"* beginning on Page No. **Error! Bookmark not defined.** of the Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association 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 pursuant to 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" on pages 200 and **Error! Bookmark not defined.**, respectively.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ [●] per Equity Share ("Cap Price").
The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading 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 websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue 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 of Equity Shares. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled "Basis of Issue Price" beginning on page 85 of this Draft Red Herring Prospectus.

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, the equity shareholders shall have the following rights:

- Right to receive dividend, 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 offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; 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 our Articles of Association.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Description of Equity Shares and Terms of Articles of Association" beginning on page **Error! Bookmark not defined.** of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

Tripartite agreement dated [•] amongst our Company, NSDL and Registrar to the Company
Tripartite agreement dated February 23, 2024 amongst our Company, CDSL and Registrar to the Company

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction
The courts of Hyderabad, India will have exclusive jurisdiction in relation to this Offer.

Nomination Facility to the Investor

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 or 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 Office or to the registrar and transfer agent of our Company.
In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Managers reserve the right not to proceed with the Fresh Issue severally and not jointly, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their respective 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 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. The Book Running Lead Managers, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will submit reports of compliance with the applicable 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 three Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding three 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. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

If our Company in consultation with the Book Running Lead Managers withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with the Stock Exchange.

Bid/ Offer Programme

Bid/Issue Opening Date	[•][(1)]
Bid/Issue Closing Date[(3)]	[•][(2)]

(1) Our Company in consultation with the Book Running Lead Managers may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company in consultation with the Book Running Lead Managers 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 on Bid/Offer Closing Date, i.e. [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	[•]
Credit of the Equity Shares to depository accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchanges	[•]

**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/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI Master Circular and 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, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.The above timetable other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLM

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM.

Whilst the Company shall ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the timetable may be extended due to various factors, such as extension of the Bid/ Issue Period by our Company, in consultation with the Book Running Lead Manager, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. 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. Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI has introduced a revised timeline of T+3 days for undertaking initial public offers, which shall be made applicable in two phases, i.e., (i) on a voluntary basis for all public issues opening on or after September 1, 2023; and (ii) on a mandatory basis on or after December 1, 2023 ("T+3 SEBI Circular"). The Issue will be made under UPI Phase III as notified in the T+3 SEBI Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI pursuant to the T+3 SEBI Circular

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Issue Closing Date, or such other period as may be prescribed by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Please note that this Issue will be made under UPI Phase III as notified in the T+3 SEBI Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI pursuant to the T+3 SEBI Circular

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised SEBI circulars to this effect.
Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Issue Closing Date	

`Submission and revision in Bids*	Electronic Applications: a) Online ASBA through 3-in-1 accounts –Upto 5.00 p.m. IST on T Day b) Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA etc. –Upto 4.00 p.m. IST on T Day. c) Syndicate Non-Retail, Non-Individual Applications–Upto 3.00 p.m.IST on Tday. **Physical Applications:** a) Bank ASBA –Upto 1.00 p.m. IST on T Day b) Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs–Upto 12.00 p.m. IST on T Day and Syndicate members shall transfer such applications to banks before 1 p.m. IST on T day
Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

** UPI mandate end time and date shall be at 5.00 pm on the Bid/Offer Closing*
T Day is Offer Closing Date

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Issue on a daily basis. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per Bid/ batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. 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, and the Sponsor Banks would be rejected.

On Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by UPI Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date, and in any case no later than 3:00 p.m. IST on the Bid/ Issue 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/ Issue 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 this Issue. Bids will be accepted only during Working Days, during the Bid/ Issue Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Issue period. Bids and revisions shall not be accepted on Saturdays and public holidays. 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. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing

Bids will be accepted only on Working Days. Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchange.

Our Company, in consultation with the Book Running LeadManager, reserve the right to revise the Price Band during the Bid/ Issue Period. 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. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

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.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and 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.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

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.

Migration To Main Board

Any Issuer Company desiring to migrate to the Main board adhere the NSE circular “A. Eligibility criteria for Migration from NSE SME Platform to NSE Main Board” vide No NSE/SME/56427 dated April 20, 2023 read with Annexure-I and the following conditions: -

1) **Listing Period**: The applicant should have been listed on SME platform of the Exchange for at least 3 years.
2) **Public Shareholders**: Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
3) **Paid up Capital & Market Capitalisation**: The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores**
   ** Explanation For this purpose capitalisation will be the product of the price (Average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
4) **Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)**: The applicant company should have positive cash accruals (Earnings before Interest,

Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.

5) **Other Listing conditions**:
   - The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
   - The company has not received any winding up petition admitted by a NCLT.
   - The networth* of the company should be at least 50 crores
     *Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
6) **The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following**:
   1. The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.
   2. Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.
   3. Redressal mechanism of Investor grievance
   4. PAN and DIN no. of Director(s) of the Company
   5. Change in Control of a Company/Utilisation of funds raised from public

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 48 of this Draft Red Herring Prospectus.

Arrangements For Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the chapter “Capital Structure” beginning on page 58 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. here are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled “Main Provisions of the Articles of Association” beginning on page **Error! Bookmark not defined.** of this Draft Red Herring Prospectus.

Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.
Further it is mandatory for the investor to furnish the details of his/her depositary account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments
Our Company is not issuing any new financial instruments through this Issue.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "Capital Structure" on page 58 and except as provided under the AoA, 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 AoA. For details, see "Main Provisions of the Articles of Association" on page **Error! Bookmark not defined.**

ISSUE STRUCTURE

This public issue of [•] equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "Issue Price") aggregating to ₹ [●]/- Lakhs ("the issue") by our company.

The Issue and the Net Issue will constitute [•]% and [•]% respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process [(1)]:

Particulars of the Issue[(2)]	Market Maker Reservation Portion	QIBs[(4)]	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] % of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment / Allocation if respective category is oversubscribed[(3)]	Firm Allotment	Proportionate as follows: a) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; b) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate	Proportionate
Mode of Application	Through ASBA mode Only.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Minimum Application	[•] Equity Shares	Such number of	Such number of	Such number of

Particulars of the Issue[2]	Market Maker Reservation Portion	QIBs[4]	Non-Institutional Applicants	Retail Individual Investors
Size		Equity Shares and in multiples of [•] Equity Shares that the Bid Amount exceeds ₹ 200,000	Equity shares in multiple of [•] Equity shares that Bid size exceeds ₹ 2,00,000	Equity shares in multiple of [•] Equity shares that Bid size not exceeds ₹ 2,00,000
Maximum Application Size	[•] Equity Shares	Such number of Equity Shares in multiples of [•]Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [•] Equity Shares not Exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity shares in multiple of [•] Equity shares that Bid size not exceeds ₹ 2,00,000
Mode of Allotment	Compulsorily in dematerialized form			
Trading Lot	[•] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[•] Equity Shares and in multiples thereof	[•] Equity Shares and in multiples thereof	[•] Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. **In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. Provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN **In case of all other Bidders:** Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non–Institutional Portion for an amount of more than ₹ 2,00,000 and up to ₹500,000, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form			

(1) *This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

(2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

(3) *Subject to valid Bids being received at or above the issue price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories 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.

(4) *Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis 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 the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Issue Procedure" on page 279*

The Bids by FPIs with certain structures as described under "Issue Procedure-Bids by FPIs" on page **Error! Bookmark not defined.** 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) may be proportionately distributed.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

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. 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 by indicating the change on the websites of the BRLM 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.

ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 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 BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund and (xiii) disposal of application.

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. Pursuant to its circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹2.00 Lakhs to ₹5.00 Lakhs for all the individual investors applying in public issues.

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 no. 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 or 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") and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by RIBs. 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 ("T+3 SEBI Circular"). The Issue 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, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021,

and the provisions of this circular, are deemed to form part of this Draft Red Herring Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application size are up to ₹5.00 Lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

In terms of Regulation 244(5) and Regulation 271 of SEBI ICDR Regulations, the timelines and processes mentioned in 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, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2 /CIR/P/2021/2480/1/M dated March 16, 2021, 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 The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.
Further our Company and the Syndicate Members are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

2.3.1 **Book Building Procedure**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 229 & 253 of the SEBI (ICDR) Regulations via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors 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-allocation in the Anchor Investor Portion, the

balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

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.

Bidders 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, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to compliance with applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI / HO/ CFD/ DIL2/ CIR/ P /2018/138 dated November 1, 2018, SEBI circular bearing number SEBI / HO/ CFD/ DIL2/ CIR/ P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/ HO/ CFD/ DIL2/ CIR /P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI /HO / CFD/ DIL2/ CIR/P /2019/85 dated July 26, 2019, SEBI circular bearing number SEBI /HO/CFD/DIL2/C IR /P /2020/50 dated March 30, 2020 ("Previous UPI Circulars") and 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 UPI Bidders 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 and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the 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. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment 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 T+3 Press Release. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Press Release 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

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 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. The Issue will be made under UPI Phase III of the UPI Circular. 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 certain SCSBs as sponsor bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account including DP ID, Client ID and PAN, and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.
Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than Anchor Investors and UPI Bidders using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such

details are liable to be rejected. 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 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022

Since the Issue is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:
(a) UPI Bidders using the 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.
(b) QIBs and NIBs (other than NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The 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 shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Anchor Investors, the Anchor Investor Application is available with the Book Running Lead Manager.

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 at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.
The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	[•]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[•]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[•]

**Excluding Electronic Bid cum Application Form*

*** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Notes

Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com)

The Equity Shares offered the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares 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 only being offered and sold 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 jurisdictions where those offer and sales occur.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) 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 Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**CutOff Time**"). Accordingly, UPI Bidders 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 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. 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 Bank, 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 Bank and the bankers to an issue.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with 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 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. 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 SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular 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.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Issue Bidding process.

Participation by Promoters and Promoter Group of the Company, the BRLMs and the Syndicate Members

Participation by Promoters, Promoter Group, the Book Running Lead Manager, associates and affiliates of the Book Running Lead Manager and the Syndicate Members and the persons related to Promoters, Promoter Group Book Running Lead Manager and the Syndicate Members and Bids by Anchor Investors, the BRLM and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may purchase Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

i. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
ii. insurance companies promoted by entities which are associate of the Book Running Lead

Manager;

iii. AIFs sponsored by the entities which are associate of the Book Running Lead Manager;
iv. FPIs, other than individuals, corporate bodies and family offices, which are associates of the Book Running Lead Manager; or
v. Pension funds (registered with the Pension Fund Regulatory and Development Authority established under
vi. Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹ 2500 Lakhs) sponsored by entities which are associates of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if: (i) 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 (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

The Promoter Group will not participate in the Offer.

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 the Book Building Process on a regular basis before the closure of the Issue.
b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Draft Red Herring Prospectus.
c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

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 and/or the BRLM 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; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

BIDS BY MUTUAL FUNDS:

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with BRLM reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.
In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds, exchange traded fund sector or industry specific scheme. 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 NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.
Participation of Eligible NRIs in the Issue shall be subject to the FEMA Regulations.

Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts. 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).

For details of restrictions on investment by NRIs, see '*Restrictions on Foreign Ownership of Indian Securities*' on page number 304

Bids by 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.

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BIDS BY FPIs:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the 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. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI 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.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limit an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17,2023 (to the extent applicable), 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 Issue 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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

1. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
2. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs
3. such offshore derivative instruments are issued after compliance with the 'Know Your Client' norms as specified by SEBI; and
4. such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (1) to (4)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager (MIM Structure) structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- 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.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned 7 structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

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 any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected. For details of investment by FPIs, see 'Restrictions on Foreign Ownership of Indian Securities' on page 304.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation. The FPIs who wish

to participate in the Issue are advised to use the Bid cum Application Form for non-residents.
Participation of FPIs in the Issue shall be subject to the FEMA Rules.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors:

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. 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 under is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations, inter alia prescribe the investment restrictions on FVCIs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, 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 one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA Rules, amended from time to time.

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.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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 BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids by systematically important non-banking financial companies:

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a networth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLM, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids by insurance companies:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof.

The exposure norms for insurers, prescribed under Regulation 9 of IRDA Investment Regulations, and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders 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 banking company:

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 is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. 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 if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids under power of attorney:

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable laws) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with BRLM reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, 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, subject to such terms and conditions that our Company in consultation with the BRLM, may deem fit.

Bids by anchor investors:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. 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 ₹ 200.00 lakhs.
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/ Issue Opening Date and be completed on the same day.
5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
   - ⇨ where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
   - ⇨ where the allocation under the Anchor Investor Portion is more than ₹ 2000.00 Lakhs but upto ₹ 25000.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 1000.00 Lakhs per Anchor Investor; and
   - ⇨ where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 25000.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 25000.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 1000.00 Lakhs per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. 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 BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue 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 Issue Price.
9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI
12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

The above information is given for the benefit of the Bidders. Our Company and the BRLM 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 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 Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.

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In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Issue.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Certain 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 and/or the BRLM 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

Please note that QIBs and Non-Institutional Investors are not permitted 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. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
5. UPI Bidders bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate members, Registered Brokers, RTA or CDP;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue;
8. 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 Bidders other than UPI Bidders bidding using the UPI Mechanism);
9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
10. 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;
11. 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;
12. UPI Bidders bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of

any third party;

13. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the link available on https://www.sebi.gov.in/sebiweb/other/Other Action.do?doRecognised Fpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/ OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time;
14. UPI Bidders who wish to Bid using the UPI Mechanism should submit their Bids with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the Bid Amount in the UPI Bidder's ASBA Account;
15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
16. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. of the Working Day immediately after the Bid/Issue Closing Date;
17. 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 Bank, 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 Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
18. 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 beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in 'active status'; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
19. Bidders should ensure that their PAN is linked with their Aadhaar and that they are in compliance with the notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021;
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 are submitted;
24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
25. 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;

26. 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;
27. 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, a 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 Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and
28. 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 authorize the UPI Mandate Request using their UPI PIN. Upon the authorization of the mandate using their 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 authorized the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form;
29. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
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. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
32. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Issue Closing Date;
33. Ensure that ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs; and
34. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) 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. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, and September 17, 2021.

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 the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account;
8. 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;
9. If you are a UPI Bidder using UPI mechanism, 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 Issue;
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 more Equity Shares than what is specified by respective Stock Exchange for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue 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;
22. 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/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. Do not submit the Bid cum Application Forms to any non-SCSB bank;
25. If you are an RIB 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; and
27. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.
28. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidders using the UPI Mechanism).
29. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the

section entitled “General Information” and “Our Management” beginning on pages 48 and 175 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “General Information” beginning on page 48.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with

GROUNDS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. 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);
6. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Bids submitted without the signature of the First Bidder or sole Bidder;
9. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Investors uploaded after 4.00 p.m. on the Bid / Offer Closing Date, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

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 / Issue 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 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, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLM 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 through the Issue Document 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 Issue may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual 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 each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non- Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹ 1,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, 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 Escrow Account should be drawn in favour of:

In case of resident Anchor Investors: [•]
In case of Non-Resident Anchor Investors: [•]

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of Financial Express, a widely circulated English national daily newspaper; (ii) in all editions of [•], a Hindi national daily newspaper; and (iii) Hyderabad (Telangana) editions of [•] , a Telugu national daily newspaper (Telugu also being the regional language of Telangana, where our Registered Office is located), each with wide circulation.

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

In the pre-Offer advertisement, we stated the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information was given for the benefit of the Bidders/applicants. Our Company, and the members of the Syndicate 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 were 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.

Allotment Advertisement

Our Company, the Book Running Lead Manager and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) in all editions of [●], a Hindi national daily newspaper; and (iii) [●] editions of [●], a Telugu national daily newspaper (Telugu also being the regional language of Telangana, where our Registered Office is located) , each with wide circulation.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

a. Our company has entered into an Underwriting Agreement dated [●]
b. A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

BASIS OF ALLOCATION

The Basis of Allocation will be considered as per regulation 253(1) of the SEBI (ICDR) Regulations, 2018 as amended from time to time:-
a) not less than thirty-five per cent. to retail individual investors;
b) not less than fifteen per cent. to non-institutional investors;
c) not more than fifty per cent. To qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:
Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:

Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

Undertakings by our Company

Our Company undertakes the following:

1. That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within 6 Working Days of the Bid/Issue Closing Date or such other time as may be prescribed;
3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a

suitable communication shall be sent to the applicant within the time 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;

5. That if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within 2 days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
6. That if our Company, in consultation with the BRLMs, withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;
7. Minimum Promoters' Contribution shall be brought in advance before the Bid/Issue Opening Date;
8. That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
9. That except for the allotment of Specified Securities pursuant to the Pre-IPO Placement which our Company may undertake in consultation with the BRLMs, and, or, allotment of Equity Shares pursuant to conversion of CCPS no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc; and
10. That 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.

Utilisation of Issue Proceeds

Our Board confirm that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act and the details of all monies utilised out of the Issue shall be disclosed, and continued to be disclosed till the time any part of the Issue proceeds reman unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Details of all monies unutilised, shall be disclosed under an appropriate head in the balance sheet of our Company indicating the from in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 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:

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹10 Lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3

years.) Further, where the fraud involves an amount less than ₹ 10 Lakhs or 1% 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 5 years or with fine which may extend to ₹ 50 Lakhs or with both.

Utilisation of Offer Proceeds

Our Company confirms that all monies received out of the Issue shall be credited/transferred to a separate bank account referred to in sub-section (3) of Section 40 of the Companies Act. Details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

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. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ('FDI') through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular. Pursuant to Press Note 2 (2021 Series) issued by DPIIT, the FDI Policy was amended to reflect the increase in FDI limit up to 74% foreign investment under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of 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.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments 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 ("**Restricted Investor**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 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. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue 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 only being offered and sold (i) within the United States only to 'qualified institutional buyers' (as defined in Rule 144A under the Securities Act and referred to in this Draft Prospectus as 'U.S. QIBs') in 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’ in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term ‘U.S. QIBs’ does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Prospectus as ‘QIBs’.

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

The above information is given for the benefit of the Applicants. Applicants 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 X

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OMNISTAR ENTERTAINMENT.COM LIMITED

PRELIMINARY

1. The regulations contained in these Articles shall apply to the extent they are not inconsistent with the provisions of **Table 'F' of the Companies Act, 2013**.

INTERPRETATION

2. In these regulations —

(a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous Company Law, so far as may be applicable.

(b) "Articles" means these Articles of Association of the Company or as altered from time to time.

(c)"Associate Company", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation.—For the purposes of this clause, "significant influence" means control of at least twenty per cent of total share capital, or of business decisions under an agreement;

(d) "Board of Directors" or "Board", means the collective body of the directors of the Company and shall include a Committee thereof.

(e) "Company" means **OMNISTAR ENTERTAINMENT.COM LIMITED**

(f) "Control" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting

agreements or in any other manner.

(g) "Depositories Act" means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force.

(h) "Depository" means a depository as defined under Section 2(1)(e) of the Depositories Act.

(i) "Director" means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director.

(j) "Debenture" includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

(k) "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

(l) "General Meeting" means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting.

(m) "Independent Director" shall have the meaning ascribed to it in the Act.

(n) "Key Managerial Personnel" means the Chief Executive officer or the managing director or the manager; the company secretary; whole-time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.

(o) "Ordinary & Special Resolution" shall have the meanings assigned to these terms by Section 114 of the Act.

(p) "Promoter" means a person—

(a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or
(b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or
(c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:

Provided that nothing in sub-clause (*c*) shall apply to a person who is acting merely in a professional capacity;

(q) "Rules" means the applicable rules for the time being in force as prescribed under relevant Sections of the Act.

(r) "Seal" means the Common Seal of the Company.

(s) "Secretary" is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.

(t) "The office" means the Registered Office for the time being of the Company.

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.

Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

3 Share Capital

2 The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.

3 The Board may issue and allot shares in the Capital of the Company for consideration other than cash.

4 Kinds of Share Capital

4 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; and

(b) Preference share capital

5 Certificate of Shares

5 **(1)** Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide:

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.

(2) 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.

6 A person opts to hold any shares with the depository, the Company shall intimate such depository the details of allotment of the shares to enable the depository to enter in its records the name of such person as the beneficial owner of that shares.

7 If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.

8 The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

6 Commission for placing of Shares

9 **(1)** Subject to the provisions of the Act, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture-stock or other securities of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, debentures or debenture-stock or other securities of the Company but so that the statutory conditions and requirements shall be observed and complied with. The amount of rate of commission shall not exceed the rate as may be fixed under the Companies Act, 2013, the Rules and SEBI guidelines wherever applicable.

(2) The commission may be paid or satisfied (subject to the provisions of the Act and these Articles) in cash or in share, debentures or debenture stock of the Company, (whether fully paid or otherwise) or in any combination thereof.

7 Variation of members' rights

10 **(1)** 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 or issue of the shares of that class) may, subject to the provisions of the Act, 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 general meeting of the holders of the shares of that class and all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.

(2) 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.

8 Issue and redemption of preference shares

11 Subject to the provisions of the Act and Rules made in this behalf, 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.

9 Further issue of capital

12 **(1)** The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –

(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

(b) employees under any scheme of employees' stock option; or

(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

(2) 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 and SEBI guidelines.

10 Issue of Securities at a Premium

13 The Company shall have power to issue Securities at a premium and shall duly comply with the provision of Sections 52 of the said Act.

11 LIEN

14 **(1)** The Company shall have a first and paramount lien -

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(2) 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.

15 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 to the person entitled thereto by reason of his death or insolvency.

16 To give effect to such sale, the Board of Directors may authorise 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.

17 The net proceeds of the sale after payment of the costs of the sale shall be received by the Company and applied or towards payment or 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 debts or liabilities 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.

18 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 recognise 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.

19 The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

12 SHARE WARRANTS

20 The Company may issue Share warrants subject to, and in accordance with, the provisions of the Act and the applicable rules/ regulations/ guidelines. The Board may in its discretion, with respect to any Share which is fully paid-up, on application in writing signed by the person registered as holder of the Share, and authenticated by such evidence (if any) as the Board may from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) with respect to the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a Share warrant.

21 (1) The bearer of a Share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of two (2) clear days from the time of deposit, as if the depositor's name were inserted in the Register of

Members as the holder of the Shares included in the deposited warrant.

(2) Not more than one person shall be recognised as the depositor of the Share warrant.

(3) The Company shall, on two (2) days' written notice, return the deposited Share warrant to the depositor.

22 (1) Except as herein otherwise expressly provided, no person shall, as bearer of a Share warrant, sign a requisition for calling a meeting of the Shareholders of the Company, or attend, or vote or exercise any other privilege of a Shareholder at a meeting of the Shareholders, or be entitled to receive any notices from the Company.

(2) The bearer of a Share warrant shall be entitled in all other respects to the same privileges and advantages as if such person were named in the Register of Members as the holder of the Shares included in the warrant, and such person shall be a Shareholder.

23 The Board may, from time to time, make rules as to the terms on which (if it deems fit) a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

13 POWER TO BORROW

24 The Board may, from time to time, and at its discretion, subject to the provisions of the Act and these Articles, accept deposits from Shareholders either in advance of calls or otherwise and generally raise or borrow moneys, either from the Directors, their friends and relatives or from others for the purposes of the Company and/or secure the payment of any such sum or sums of money, provided however, where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in ordinary course of business) and remaining outstanding and undischarged at that time exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company in a General Meeting by an ordinary resolution. The Board may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions as it thinks fit, and in particular by receiving deposits, issue of bonds, debentures perpetual, redeemable, debenture stock, or any security of the Company or by mortgage or charge or other security upon all or any part of the property or undertaking of the Company (both present and future), including its uncalled capital for the time being; provided that the Board shall not give any option or right to any person for making calls on the Shareholders in respect of the amount unpaid for the time being on the Shares held by them, without the previous sanction of the Company in a General Meeting.

14 CALLS ON SHARES

25 **(1)** The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value

of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

(2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(3) A call may be revoked or postponed at the discretion of the Board.

26 **(1)** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

(2) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

27 If a sum called in respect of the shares is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at such rate not exceeding 10% per annum or at such lower rate, if any, as the Board may determine, but the Board of Directors shall be at liberty to waive payment of that interest wholly or in part.

28 **(1)** Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

29 The Board –

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

30 Neither a judgement nor a decree in favour of Company for calls or other moneys due in respect of any share, nor any part payment or satisfaction there under, nor the receipt by the Company of a portion of any money which shall, from time to time, be due from any member in respect of any share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

31 The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

15 TRANSFER OF SHARES

32 **(1)** The instrument of transfer shall be in writing and all provisions of the Companies Act, 2013 and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.

(2) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.

33 The Board may, subject to the right of appeal conferred by Section 58 of the Act, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve and they may also decline to register any transfer of shares on which the Company has a lien.

34 The Board of Directors may also decline to recognise any instrument of transfer unless:

a. the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;

b. the instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of transferor to make the transfer; and

c. the instrument of transfer is in respect of only one class of shares.

35 On giving not less than seven days' previous notice or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

16 TRANSMISSION OF SHARES

36 **(1)** On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares but nothing in this Article 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.

37 **(1)** Any person becoming entitled to a share in consequence of the death or insolvency of member may, upon such evidence being produced as may from time to time, be required by the Board and subject as hereinafter provided, elect either:

a. to be registered himself as holder of the shares; or

b. to make such transfer of the shares as the deceased or insolvent member could have made.

(2) The Board shall, in either case, have the same right to decline or suspend registration as they would have had, if the deceased or insolvent member had transferred the shares before his death or insolvency.

38 **(1)** If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing by him stating that he so elects.

(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(3) All the limitations, restrictions and provisions or these regulations to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

(4) 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 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.

39 The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

17 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 the call or installment remains unpaid, serve a notice on him requiring to pay such call or installment together with interest which may have accrued.

41 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.

42 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 Directorsto that effect.

43 Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

44 When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

45 The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

46 A forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board thinks fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as it thinks fit.

47 A member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall not withstanding 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, with interest thereon at such rate as the Board may determine.

48 A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

49 Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

50 Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

51 The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

52 The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

53 The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

18 ALTERATION OF CAPITAL

54 Subject to the provisions of the Act , the Company may –

(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.

55 Where any shares have been converted into stock:

a. the holders of such stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but the Board may from time to time, if it thinks fit, fix the minimum amount of stock transferable, with power nevertheless at its discretion to waive the observance of such rules in any particular case, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

b. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

c. such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.

56 The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —
(a) its share capital; and/or
(b) any capital redemption reserve account; and/or
(c) any securities premium account; and/or
(d) any other reserve in the nature of share capital.

19 JOINT HOLDERS

57 Where two or more persons are registered as joint holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:

a. The person whose name stands first on the register in respect of such shares shall alone be entitled to delivery of certificate thereof.

b. Any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share and such joint holders shall be severally, as well as jointly liable for payment of all installments and calls due in respect of such share/shares.

c. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators, of a deceased member in whose names any share stands shall be for the purpose of this Article be deemed joint holders thereof;

d. On death of any one or more of such joint holders, the survivors shall be the only persons, recognised by the Company as having any title to or interest in such share, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

e. The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

20 CAPITALISATION OF PROFITS

58 **(1)** The Company in General Meeting may, upon the recommendation of the Board, resolve:

a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts or to the credit of the Profit & Loss Account or otherwise available for distribution; and

b. that such sum is accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have entitled thereto if distributed by way of dividend and in the same proportion.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;

i. paying up any amounts for the time being unpaid on shares held by such members respectively;

ii. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

iii. partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

59 **(1)** Whenever such a resolution as aforesaid shall have been passed, the Board shall:

a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares, if any, and

b. generally do all acts and things required to give affect thereto.

(2) The Board shall have full power:

a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and

b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on such members.

21 BUY-BACK OF SHARES

60 Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

22 GENERAL MEETINGS

61 All general meetings other than annual general meeting shall be called extraordinary general meeting.

62 The Board may, whenever it thinks fit, call an extraordinary general meeting. A General Meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting. The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

23 PROCEEDINGS AT GENERAL MEETINGS

63 **(1)** 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.

(2) No business shall be discussed or transacted at any general meeting except election ofChairperson whilst the Chair is vacant.

(3) The quorum for a general meeting shall be as provided in the Act.

64 The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.

65 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.

66 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.

67 On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

68 **(1)** The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

(2) The Chairman shall exercise an absolute discretion in the matters as are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.
The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

24 ADJOURNMENT OF MEETING

69 The Chairman of the meeting may suo moto or 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice on an adjournment or of the business to be transacted at an adjourned meeting.

25 VOTING RIGHTS

70 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.

71 A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

72 In 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 and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

73 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, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office or such other office of the Company as may from time to time be designated by the Board, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

74 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

75 No member shall, unless the Board otherwise determines, be entitled to vote at any General Meeting, either personally or by proxy, or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has

exercised any right of lien.

76 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to his given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

26 PROXY

77 **(1)** Any member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint any person or attorney whether a member or not as his proxy to attend and vote instead of himself, but the proxy so appointed shall not, unless be a member, have any right to speak at the meeting and shall not be entitled to vote except on a poll.

(2) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

78 An instrument appointing a proxy shall be in the form as prescribed in the Rules.

79 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.

27 BOARD OF DIRECTORS

80 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.

81 (i) 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.

(ii) Not less than two-thirds of the total number of Directors of the Company shall:

(a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and

(b) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.

Explanation:- for the purposes of this Article "total number of Directors" shall not include Independent Directors appointed on the Board of the Company. 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.

(iii) 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.

(iv) 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.

(v) 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.

(vi) 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.

(vii) 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.

(viii) 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 :-

(a) at the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(b) 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;

(c) he is not qualified or is disqualified for appointment;

(d) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the said Act; or

(ix) The Whole-time Directors shall not be liable to retire by rotation.

82 **(1)** The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(2) 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.

(3) 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.

83 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.

84 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.

85 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.

86 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.

87 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.

28 POWERS OF BOARD

88 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.

89 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.

90 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.

91 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.

92 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.

29 PROCEEDINGS OF THE BOARD

93 **(1)** A minimum number of four meetings of the Directors shall have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit.

(2) The Chairperson may at any time summon a meeting of the Board and the Chairperson or a Secretary, on the requisition of a Director, shall at any time summon a meeting of the Board. Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.

(3) The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

Explanation:

The expressions “interested Director” shall have the meanings given in Section 184(2) of the said Act and the expression “total strength” shall have the meaning as given in Section 174 of the Act.

(4) With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.

94 **(1)** Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors

generally and all questions arising at any meetingof the Board shall be decided by a majority of the votes.

(2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

95 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.

96 **(1)** 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.

(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.

97 **(1)** 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.

(2) 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.

(3) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

98 A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

99 **(1)** A Committee may meet and adjourn as it thinks fit.

(2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

100 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.

101 Subject to the provisions of the Act, resolutions of the Board may be passed by circulation, if the resolution has been circulated in draft, together with necessary papers, if any, to all the Directors or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as

may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution under sub-section (1) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

30 Key Managerial Personnel

102 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.

31 REGISTERS

103 The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

104 **(a)** The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

(b) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, *mutatis mutandis,* as is applicable to the register of members.

32 THE SEAL

105 **(1)** The Board shall provide a common seal for the Company and shall have power from time to time to destroy the same, substitute a new seal in lieu thereof, and the common seal shall be kept at the Registered Office of the Company and committed to the custody of the Whole-time/ Managing Director or the Secretary if there is one.

(2) 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 anyone Director or the Secretary or such other person as the Board/ Committee may appoint for the purpose shall sign every instrument to which the seal of the company is so affixed in their presence.

33 DIVIDENDS AND RESERVE

106 The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

107 Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

108 **(1)** 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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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.

(2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

109 **(1)** 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.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(3) 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.

110 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.

111 **(1)** Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.

(2) Every such electronic transfer, cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may, direct the payment of the cheque or warrant if purporting to be duly

endorsed shall be a good discharge to the Company. Payment in any way whatsoever shall be made at the risk of the person entitled to the money represented thereby.

112 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.

113 Notice of any dividend that may have been declared shall be given to the persons entitled to share thereto in the manner mentioned in the Act.

114 No dividend shall bear interest against the Company.

34 ACCOUNTS

115 **(1)** The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules.

(2) The Board of Directors 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 and documents of the Company or any of them shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorised by the Directors or by the resolution of the Company in General Meeting.

(3) Subject to Section 129 of the Act at every Annual General Meeting of the Company the Directors shall lay before the Company a Financial Statements for each financial year. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. Every account when audited and approved by a General Meeting shall be conclusive.

AUDIT

116 **Accounts to be Audited**

Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter set out.

117 **Remuneration of Auditors**

The remuneration of the Auditors shall be fixed by the Board as authorised in a General meeting.

WINDING UP

118 Subject to the applicable provisions of the Act and the Rules made thereunder –

(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 specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(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.

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 AND INSURANCE

119 **(a)** Subject to the provisions of the Act, the Managing Director and every Director, Manager, Company Secretary and other officer or Employee of the Company shall be indemnified by the Company against any liability, and it shall be the duty of Directors out of the funds of the Company to pay, all costs and losses and expenses (including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Managing Director, Director, Company Secretary, Officer or Employee or in any way in the discharge of his duties.

(b) Subject as aforesaid the Managing Director and every Director, Manager, Company Secretary, or other officer or employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

(d) Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys or the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his officer or in relation thereto unless the same happen through his own willful act or default.

GENERAL POWER

120 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.

SECRECY CLAUSE

121 No member shall be entitled to inspect the Company works without the

permission of the Director, or Managing Director, or to require discovery of or any information respecting any details of the Company's manufacturing process, technology, marketing strategiesm trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Company to communicate to the public.

122 Every Director, Managing Director, Manager, Company Secretary, Auditor, Trustee, Members of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company, shall if so required by the Directors before entering upon his duties, or at any time during his term of office, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or any meeting or by a Court of Law or by the person to whom such matters relate and expect so far as may be necessary in order to comply with any of the provisions of these Articles or law.

NOTICES AND SERVICE OF DOCUMENTS

123 It shall be imperative on every member or notify to the Company for registration his place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him. A member may notify his email address if any, to which the notices and other documents of the company shall be served on him by electronic mode. The Company's obligation shall be satisfied when it transmits the email and the company shall not be responsible for failure in transmission beyond its control.

Subject to Section 20 of the said Act, a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices to him. The term courier means person or agency who or which delivers the document and provides proof of its delivery.

Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, once in English and once in a vernacular daily newspaper circulating in the city, town or village in which the registered office of the Company is situate. Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with him in any such shares. Any notice given by the Company shall be signed

(digitally or electronically) by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written, facsimile, printed, lithographed, photostat. A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office, or by means of such electronic mode or other mode as may be specified in the relevant Rules.

SECTION XI
OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than 2 Months before the date of the Draft Red Herring Prospectus.) or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Draft Red Herring Prospectus., delivered to the Registrar of Companies, for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Red Herring Prospectus. in RoC.

A. Material Contracts to the Issue

1. Issue Agreement dated September 15, 2024 entered into between our Company and the Lead Manager.
2. An agreement dated September 15, 2024 entered into between our Company and the Registrar to the Issue.
3. Tripartite Agreement dated February 21, 2024 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated February 23, 2024 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement [•] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated [•] between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated [•] between our Company and the Lead Manager.

B. Material Documents

1. Copies of ROC Form i.e. INC-33 & INC-34 (E-MOA & E-AOA) of our Company;
2. Certificate of Incorporations of our Company dated issued by Registrar of Companies;
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated July 12, 2024 and August 05, 2024 respectively, authorizing the Issue and other related matters;
4. Peer Review Auditors Report dated September 06, 2024 on Restated Financial Statements of our Company for the period ended June 30, 2024;
5. Copy of Statement of tax benefits dated September 06, 2024 from the Statutory Auditor included in this Draft Red Herring Prospectus.;
6. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the Draft Red Herring Prospectus. to act in their respective capacities;
7. In-principle listing approval dated [●] from the BSE Limited for listing the Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”);
8. Industry report titled “Digital Media industry” dated August 30, 2024, which has been commissioned and paid for by our Company and prepared by CARE Analytics & Advisory Private Limited exclusively in connection with the Offer. The Care Report is available on our website of the company at https://omnistarentertainment.com/investors/industry-report/
9. Due Diligence certificate dated September 15, 2024 submitted to NSE ;

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 reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the rules, guidelines /regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Actor rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/

_____

Managing Director

Date:
Place: Hyderabad

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the rules, guidelines /regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Actor rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Whole Time Director