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**DRAFT RED HERRING PROSPECTUS**

Dated: November 19, 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



**MITTAL COMMERCE CLASSES LIMITED**

**CIN: U80301RJ2010PLC030939**

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Plot No. 12 Rishi Colony, Tonk Road, Jaipur, Rajasthan, India, 302015	<b>Prachi Mittal</b> Company Secretary & Compliance Officer	<b>E-mail:</b> info@mccjpr.com <b>Tel No:</b> +91-9929325016	<b>Website:</b> <a href="http://www.mccjpr.com">www.mccjpr.com</a>

PROMOTERS OF THE COMPANY
Manoj Kumar Gupta and Nagendra Bala

DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE (IN ₹ LAKHS)	ELIGIBILITY
Fresh Issue	Upto 15,12,000 Equity Shares aggregating to ₹ [●]Lakhs	Nil	₹ [●]Lakhs	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. 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 79 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**

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 26 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 Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated [●] from NSE (NSE EMERGE) for using its name in the Offer Document. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 Elevate Your Potential <b>Seren Capital Private Limited</b>	Akun Goyal / Akshita Agarwal	<b>Email:</b> info@serencapital.in <b>Tel. No.:</b> +91- 22- 46011058

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>Skyline Financial Services Pvt. Ltd.</b>	Anuj Rana	<b>Email:</b> ipo@skylinerta.com <b>Tel No.:</b> 011-40450193-197

**BID/ISSUE PERIOD**

ANCHOR PORTION ISSUE OPENS/CLOSES ON: [●]*	BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]**

\*The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.



**MITTAL COMMERCE CLASSES LIMITED**  
CIN: U80301RJ2010PLC030939

Our Company was incorporated on February 09, 2010 under the name of 'Mittal Commerce Classes Private Limited', as a private limited Company under the provisions of the Companies Act, 1956, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Rajasthan. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on August 05, 2024 and the name of our Company was changed from 'Mittal Commerce Classes Private Limited' to 'Mittal Commerce Classes Limited' vide fresh certificate of incorporation dated September 17, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U80301RJ2010PLC030939.

**Registered Office:** Plot No. 12, Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015.

**Contact Person:** Prachi Mittal, Company Secretary & Compliance Officer

**Tel No:** +91-9929325016; **E-mail:** [info@mccjpr.com](mailto:info@mccjpr.com); **Website:** [www.mccjpr.com](http://www.mccjpr.com)

**Promoters of our Company:** Manoj Kumar Gupta and Nagendra Bala

**DETAILS OF THE ISSUE**

INITIAL PUBLIC OFFER OF UP TO 15,12,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF MITTAL COMMERCE CLASSES LIMITED ("OUR COMPANY" OR "MCCL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.47% AND [●] % 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 AND WILL BE ADVERTISED IN ALL EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND JAIPUR EDITION OF [●], A REGIONAL NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF JAIPUR 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 SME PLATFORM OF NSE ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE

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

The 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 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which 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 Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, 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 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% 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 to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, Equity Shares capital will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank 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 Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 230 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. 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 79 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**

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**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 Issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "in-principle" approval letter dated [●] from NSE (NSE EMERGE) for using its name in the Offer Document. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Ltd. ("NSE")

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



**Seren Capital Private Limited**  
Office no. 601 to 605, Raylon Arcade, Kondivita, J.B. Nagar, Mumbai, Maharashtra – 400059  
**Tel. No.:** +91-22-46011058  
**Email:** [info@serencapital.in](mailto:info@serencapital.in)  
**Investor Grievance Email:** [investor@serencapital.in](mailto:investor@serencapital.in)  
**Website:** <https://serencapital.in/>  
**Contact Person:** Akun Goyal/Akshita Agarwal  
**SEBI Regn. No.** INM000013156



**Skyline Financial Services Pvt. Ltd.**  
**Address:** D-153A, First Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020  
**Telephone:** 011-40450193-197  
**Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)  
**Investor Grievance Email:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)  
**Website:** [www.skylinerta.com](http://www.skylinerta.com)  
**Contact Person:** Anuj Rana  
**SEBI Registration Number:** INR000003241  
**CIN:** U74899DL1995PTC071324

**ISSUE PROGRAMME**

**ANCHOR PORTION ISSUE OPENS/CLOSES ON:** [●]\*

**BID/ISSUE OPENS ON:** [●]

**BID/ISSUE CLOSES ON:** [●]\*\*

\*The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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## SECTION I – GENERAL

### DEFINITIONS 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 Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 86, 140 and 261 respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms

<b>Terms</b>	<b>Description</b>
Mittal Commerce Classes Limited /MCC /the Company/ Company/our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to Mittal Commerce Classes Limited, a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office at Plot No. 12, Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015.
“we”, “us” or “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

#### Company related terms

<b>Term</b>	<b>Description</b>
AOA/ Articles/ Articles of Association	The articles of association of our Company, as amended
Audit Committee	Audit Committee of our Company as described in the chapter titled “ <b>Our Management</b> ” on page 126 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s Maheshwari & Co. Chartered Accountants, (Firm Registration No. as 105834W).
Bankers to our Company	ICICI Bank Limited
Board of Directors/ the Board/ our Board	The board of directors of our Company, as constituted from time to time. For further details of our Directors, please refer to section titled “ <b>Our Management</b> ” beginning on page 120 of this Draft Red Herring Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Nagendra Bala.
CIN	Corporate Identification Number
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Prachi Mittal;
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see “ <b>Our Management</b> ” on page 120 of this Draft Red Herring Prospectus
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DP ID	Depository’s Participant’s Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company

<b>Term</b>	<b>Description</b>
Equity Shares	Equity Shares of the Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies	Our group companies in accordance with the SEBI ICDR Regulations and the Materiality Policy as set out in section titled <b>“Our Group Companies”</b> on page 206 of this DRHP.
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see <b>“Our Management”</b> on page 121 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE180101013.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled <b>“Our Management”</b> on page 130 of this Draft Red Herring Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Mittal Commerce Classes Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Manoj Kumar Gupta
Materiality Policy	The policy adopted by our Board on September 26, 2024 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled <b>“Our Management”</b> beginning on page 129 of this Draft Red Herring Prospectus
Non-Executive Director	A Director not being an Executive Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 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.
Promoter(s)	Shall mean promoters of our Company i.e. Manoj Kumar Gupta and Nagendra Bala. For further details, please refer to section titled <b>“Our Promoters &amp; Promoter Group”</b> beginning on page 134 of this Draft Red Herring Prospectus.
Promoter Group	Includes such Persons and companies constituting our Promoter Group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>“Our Promoters and Promoter Group”</b> on page 137 of this Draft Red Herring Prospectus.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at Plot No.12, Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Statements	The restated financial information of the Company comprising of the restated statement of assets and liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss and the restated statement of cash flows as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the significant accounting policies and explanatory notes and notes to restated financial 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, as amended

<b>Term</b>	<b>Description</b>
RoC/ Registrar of Companies	Unless specified otherwise refers to ROC Jaipur situated at Ministry of Corporate Affairs, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled <b>"Our Management"</b> beginning on page 128 of this Draft Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (NSE).
Shareholders	Shareholders of our Company from time to time.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Manoj Kumar Gupta and Ritesh Rastogi.

### **Issue Related Terms**

<b>Terms</b>	<b>Description</b>
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 a bidder as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Fresh Issue to successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus 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 Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager 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 Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, 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.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such

Terms	Description
	ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Jaipur.
ASBA Applicant/ ASBA Investor	Any prospective investor(s)/applicant(s) in this Issue who apply (ies) through the ASBA process in terms of the Prospectus.
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue / Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” on page 251 of this Draft Red Herring Prospectus.
Bid	An indication to make an Issue 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 Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidders /First Bidder/Applicant	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.
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker

<b>Terms</b>	<b>Description</b>
	centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
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 Seren Capital Private Limited, SEBI Registered Category-I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band 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 relation to 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
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, which shall be any price within the 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 Bidders such as their Address, PAN, name of the Bidders father/husband, investor status, occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Director Identification Number
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-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 Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account(s) or the Refund Account(s), as applicable, in terms of the Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Issue.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).



<b>Terms</b>	<b>Description</b>
Designated Market Maker	[●]
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-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 (“SME Exchange”) (“NSE Emerge”)
DP ID	Depository’s Participant’s Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated November 19, 2024 as being filed with NSE Emerge
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	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 this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
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.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Fresh Issue	The fresh issue of up to 15,12,000 Equity Shares by our Company, at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, 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 Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Issue document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Issue document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Manager.
Issue Agreement	The Issue Agreement dated October 26, 2024 between our Company and Book Running Lead Manager, Seren Capital Private Limited.

<b>Terms</b>	<b>Description</b>
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity share, as determined by our Company, in consultation with the BRLM.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 68 of this Draft Red Herring Prospectus
Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Offering/ IPO	The Initial Public Issue of upto 15,12,000 Equity shares of ₹ 10/- each at Issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs comprising the Fresh Issue.
Book Running Lead Manager/ BRLM	Book Running Lead Manager to the Issue, in this case being Seren Capital Private Limited, a SEBI Registered Merchant Banker.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LLP	Limited Liability Partnership
Lot Size	[●]
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 Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
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	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity 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 Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 68 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.
Overseas Corporate Body/ OCB	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.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.

<b>Terms</b>	<b>Description</b>
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 Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
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 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 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	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 October 26, 2024 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.
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/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Skyline Financial Services Pvt Ltd.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.

<b>Terms</b>	<b>Description</b>
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
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.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
SCPL	Seren Capital Private Limited
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
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
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 (ICDR) Regulations/ ICDR Regulation/ 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.
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 Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI 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.
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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
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.
SME Exchange	SME Platform of the NSE i.e. NSE Emerge.
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.

<b>Terms</b>	<b>Description</b>
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 NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the 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 the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NPCI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, 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 any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Issue in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	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(s)	Wilful defaulter as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the

Terms	Description
	Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

### **Technical and Industry Related Terms**

Term	Description
CA	Chartered Accountancy
CBSE	Central Board of Secondary Education
CMA	Cost Management Accountancy
CS	Company Secretary
DPIIT	Department for Promotion of Industry and Internal Trade
EQUIP	Education Quality Upgradation and Inclusion Programme
ICAI	Institute of Chartered Accountants of India
ICWAI	Institute of Cost and Works Accountants of India
NEP	National Education Policy
NCF	National Curriculum Framework
NCVET	National Council for Vocational Education and Training
RISE	Revitalizing Infrastructure and System in Education

### **Conventional terms and Abbreviations**

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary

<b>Abbreviation</b>	<b>Full Form</b>
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GoI/Government	Government of India
GDP	Gross Domestic Product
GIR Number	General Index Registry Number

<b>Abbreviation</b>	<b>Full Form</b>
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBC	The Insolvency and Bankruptcy Code, 2016
ISIN	International Securities Identification Number
IST	Indian Standard Time
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
BRLM	Book Running Lead Manager
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRI	Non-Resident Indians



<b>Abbreviation</b>	<b>Full Form</b>
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCPL	Seren Capital Private Limited
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax

Abbreviation	Full Form
VCF/ Venture Capital Fund	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(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

### Key Performance Indicators terms

Terms	Description
Revenue from operation	Revenue from sales, service and other operating revenues
EBITDA	Profit before tax + Depreciation + Interest Expenses - Other Income
EBITDA Margin	EBITDA divided by Revenue from Operations
PAT	Profit before tax – Tax Expenses
PAT Margin	PAT for the period/year divided by revenue from operations
Return on Equity	Ratio of Profit after Tax and Average Shareholder Equity
Return on Capital Employed	EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings and short-term borrowings

For details, please refer to the section **“Basis for Issue Price – Key Performance Indicators”** on page 81 of the DRHP.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in **“Main Provisions of the Articles of Association”**, **“Statement of Special Tax Benefits”**, **“Industry Overview”**, **“Regulations and Policies in India”**, **“Financial Information of the Company”**, **“Outstanding Litigations and Material Developments”** and **“Issue Procedure”**, will have the meaning ascribed to such terms in these respective sections.

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

### **Certain Conventions**

All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.,” “USA” or “United States” are to the United States of America.

In this Draft Red Herring 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 Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### **Use of Financial Data**

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated financial information prepared for the 3 months ended on June 30, 2024 and period ended on March 31, 2024, March 31, 2023 and March 31, 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “***Financial Information of the Company***” beginning on page 140 of this Draft Red Herring Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “***Risk Factors***”, “***Our Business***”, “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “***Financial Information of the Company***” beginning on page 140 of this Draft Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “***Definitions and Abbreviations***” on page 1 of this Draft Red Herring Prospectus. In the section titled “***Main Provisions of the Articles of Association***”, on page 261 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

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

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

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard

data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “*Basis for Issue Price*” on page 79 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

### **Currency of Financial Presentation**

All references to “Rupees” or “INR” or “₹” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “*Industry Overview*” throughout the Draft Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” on page 26, 99 and 186 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Draft Red Herring Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus includes certain “forward-looking statements”. 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:

1. Our inability to maintain and grow our brand image.
2. We are dependent on our faculty members and our ability to attract and retain them. Any decrease in the number of our faculty members may affect our operations and business;
3. Our ability to attract and retain students is heavily dependent on factors including our reputation, our ability to maintain and improve on the number of quality selections in the examinations, and our ability to maintain a high level of service quality;
4. Our inability to cater to and suitably update and enhance the depth of our course offerings;
5. Failure on our part to compete effectively;
6. Our ability to continue to innovate and implement technological advances;
7. Financial misappropriation, theft, employee negligence or similar incidents;
8. We may have limited control by us on the operations and risk of discontinuation of the Franchisees, which may impact our reputation, business and financial condition adversely.
9. Any breach of our students’ safety and security may negatively impact our reputation, business and financial condition;
10. We may not be able to implement our growth strategy successfully and may be unable to sustain growth;
11. Any change in government policies resulting in increases in taxes payable by us;
12. Changes in laws and regulations that apply to the industries in which we operate.
13. Conflicts of interest with affiliated companies, the promoter group and other related parties;
14. Global distress due to pandemic, war or by any other reason.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 26, 99 and 186 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 or our Directors or our Officers or Book Running Lead Manager or 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 BRLM 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 DRAFT RED HERRING PROSPECTUS

### A. OVERVIEW OF BUSINESS

We operate a network of digitally-enabled educational institutes focused on providing coaching to students for commerce-related courses. We specialize in preparing students for the Chartered Accountancy (CA) and Cost Management Accountancy (CMA) examinations, offering a comprehensive range of courses across different levels, including CA Foundation, CA Intermediate, CA Final and CMA Foundation. In addition to our professional courses, we also provide coaching to high school students in the commerce stream, specifically covering CBSE Class XI and XII examinations.

### B. OVERVIEW OF THE INDUSTRY

India occupies a significant position in the global education sector. One of the world's largest networks of institutions of higher learning is found in India. With ~26% of India's population in the age group of 0-14 years, India's education sector provides numerous opportunities for growth. The education sector in India was estimated to be worth US\$ 117 billion in FY20 and is expected to reach US\$ 225 billion by FY25.

(Source: <https://www.ibef.org/industry/education-sector-india> )

### C. PROMOTERS

Manoj Kumar Gupta and Nagendra Bala are the promoters of our Company.

### D. DETAILS OF THE ISSUE

This is an Initial Public Issue of upto 15,12,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs ("The Issue"), out of which [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e., Issue of [●] Equity Shares of face value of ₹ 10 each, at an issue price of ₹ [●] per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the "Net Issue".

### E. OBJECTS OF THE ISSUE

Our Company intends to utilize the Proceeds of the Issue to meet the following objects:

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres	764.98
2.	Branding and Marketing expenditure	250.00
3.	General Corporate Purpose	[●]
	<b>Total</b>	<b>[●]</b>

### F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 41,99,624 Equity shares of our Company aggregating to 99.99% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Red Herring Prospectus:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters (A)</b>				
1.	Manoj Kumar Gupta	41,99,316	99.98	41,99,316	[●]
2.	Nagendra Bala	300	0.01	300	[●]
	<b>Sub Total (A)</b>	<b>41,99,616</b>	<b>99.99</b>	<b>41,99,616</b>	<b>[●]</b>
	<b>Promoter Group (B)</b>				

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
3.	Mahaveer Prasad Gupta	4	Negligible	4	[●]
4.	Munni Devi Gupta	4	Negligible	4	[●]
	<b>Sub Total (B)</b>	<b>8</b>	<b>Negligible</b>	<b>8</b>	<b>[●]</b>
	<b>Total (A) + (B)</b>	<b>41,99,624</b>	<b>99.99</b>	<b>41,99,624</b>	<b>[●]</b>

#### G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the three months period ended June 30, 2024 and financial years ended on March 31, 2024, March 31, 2023 and March 31, 2021:

Particulars	(₹ in lakhs)			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	420.00	224.00	14.00	14.00
Total Net Worth	530.06	426.73	85.61	78.40
Total Income	443.94	1361.34	750.44	224.41
Profit after tax	103.34	341.12	7.20	13.12
Earnings per Share <i>(based on weighted average number of shares)</i>	2.46	8.12	0.17	0.31
Net Asset Value per Share <i>(based on weighted average number of shares)</i>	12.62	10.16	2.04	1.87
Total Borrowings	80.31	72.14	114.74	76.87

#### H. AUDITOR QUALIFICATIONS NOT GIVEN EFFECT IN THE RESTATED FINANCIAL STATEMENTS

There are no audit qualifications which have not been given effect in the restated financial information.

#### I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company, Promoters and Directors are involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Draft Red Herring Prospectus are as follows:

##### Litigation involving the Company:

Nature of Case	(₹ in lakhs)	
	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings filed by the Company	-	-
<b>Tax proceedings:</b>		
Direct Tax	7	807.42
Indirect Tax	4	54.94
Other pending material litigation/matter filed against the company	1	Not Ascertainable
Other pending material litigation/matter filed by the company	1	3.66
<b>Total</b>	<b>13</b>	<b>866.02</b>

##### Litigation involving our Promoter & Directors:

Nature of Cases	(₹ in lakhs)	
	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Tax proceedings:		
<b>Direct Tax</b>	<b>2</b>	<b>0.24</b>
<b>Indirect Tax</b>	<b>4</b>	<b>3.18</b>
<b>Total</b>	<b>6</b>	<b>3.42</b>

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 196 of this Draft Red Herring Prospectus.

**J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 26 of this Draft Red Herring Prospectus.

**K. SUMMARY OF CONTINGENT LIABILITIES**

Following is the summary of the Contingent Liabilities and Commitments of the Company:

(Rs. In lacs)

Particulars	For the 3 months period ended June'24	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Income Tax demand	698.88	698.88	698.88	694.25

For further details, please refer to Annexure H Contingent Liabilities of the chapter titled “**Financial Information of the Company**” on page 170 of this Draft Red Herring Prospectus.

**L. SUMMARY OF RELATED PARTY TRANSACTIONS**

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the 3 months period ended on June 30, 2024 and financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022:

i. List of Related Parties and Nature of Relationship :

Particulars	Name of Related Parties
a) Key Management Personnel's	Manoj Kumar Gupta (Director)
	Nagendra Bala (Director)
b) Relative of KMP	Mahaveer Prasad Gupta (Director's Father)
	Munni Devi Gupta (Director's Mother)
c) Entities on which KMP's/Relatives of KMP has control/ significant Influence	Upward Education Private Limited (Ceased To Be Related Party W.E.F. 28-02-2024)
	Forgrad Classes Private Limited
	Mapple Collaboration (Self Proprietorship Of Nagendra Bala)



Transactions carried out with related parties referred to in (i) above, in ordinary course of business

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As at March 31			
		As at June 30,2024	2024	2023	2022
<b>1. Directors/ Managerial Remuneration</b>	Nagendra Bala	2.25	-	6.50	6.90
	Manoj Kumar Gupta	-	24.50	136.53	60.00
	(Note:- Rs 12.95 lac paid to Upward Education Pvt Ltd on behalf of Remuneratoin Payable to Manoj Kumar Gupta in FY21-22)	-	-	-	-
<b>Total</b>		<b>2.25</b>	<b>24.50</b>	<b>143.03</b>	<b>66.90</b>
<b>2. Rent Received</b>	Manoj Kumar Gupta (Mittal Commerce Classes) On Furniture and Plant & Machinery	-	-	-	20.00
<b>Total</b>				<b>20.00</b>	
<b>3. Interest/Commission/Expenses</b>	Mapple Collaboration (Proprietor Nagendra Bala) Commission	20.36	21.60	18.80	-
	Upward Education Pvt Ltd. (Payment Related to Expenses of FY 20-21)	-	-	-	17.74
<b>Total</b>			<b>21.60</b>	<b>18.80</b>	<b>17.74</b>
<b>4. Advances/Security Deposits</b>			-		-
	Mapple Collaboration (Proprietor Nagendra Bala) Security Deposit	-	13.00	-	-
	Forgrad Classes Private Limited (Advance For Exp)	-	(0.18)	0.18	-
	Upward Education Private Limited (Advance For Liability Payment)	-	0.76	-	-
<b>Total</b>		-	<b>13.58</b>	<b>0.18</b>	-
<b>5. Unsecured Loan</b>	<b>Manoj Kumar Gupta (Director)</b>				
	Opening Balance	5.00	-	31.00	-
	Add: Loan Received During the Year		144.00	137.30	120.80
	Less: Loan Repaid During the year	5.00	139.00	168.30	89.80
	Closing Balance	-	<b>5.00</b>	-	<b>31.00</b>
<b>6. Loans &amp; Advances</b>	<b>Manoj Kumar Gupta ( Advance Against Property)</b>				
	Opening Balance		-	-	-

	Add: Loan given During the Year		158.50	-	-
	Less: Loan received back During the year		158.50	-	-
	Closing Balance		-	-	-
	<b>Mahaveer Prasad Gupta (Advance Against Property)</b>				
	Opening Balance	44.00	-	-	-
	Add: Loan given During the Year	-	44.00	-	-
	Less: Loan received back During the year	-	-	-	-
	Closing Balance	<b>44.00</b>	<b>44.00</b>	-	-

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Outstanding Balance as at the end of the year**

*(Rs. In Lakhs)*

	Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
			2024	2023	2022
<b>1. Payables</b>	Manoj Kumar Gupta (Unsecured Loan)	-	5.00	-	31.00
	Manoj Kumar Gupta (Faculty Payment)	-	-	-	50.08
	Nagendra Bala (Remuneration Account)	2.25	-	-	4.85
	Mapple Collaborations Prop. Nagendra Bala (Commision)	0.86	0.27	-	-
	Forgrad Classes Private Limited			0.18	-
<b>Total</b>		<b>3.11</b>	<b>5.27</b>	<b>0.18</b>	<b>85.93</b>

	Particulars	As at June 30,2024	31.03.2024	31.03.2023	31.0.2022
2. Receivables	Mahaveer Prasad Gupta	44.00	44.00	-	-
	Manoj Kumar Gupta	-	-	-	-
<b>Total</b>		<b>44.00</b>	<b>44.00</b>	<b>-</b>	<b>-</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

For further details, please refer to the Annexure J(i), J(ii) and J(iii) - Related Parties Disclosures on page 175 of this Draft Red Herring Prospectus.

**M. DETAILS OF FINANCING ARRANGEMENTS**

There are no financing arrangements whereby the promoters, members of the Promoter Group, the directors of the issuer 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 this Draft Red Herring Prospectus.

**N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR**

Sr. No.	Name of the Promoter	No. of Shares acquired in last one year	Weighted Average Price (in ₹)
1.	Manoj Kumar Gupta	40,59,350	0.00
2.	Nagendra Bala	19,35,600	0.00

**O. AVERAGE COST OF ACQUISITION OF SHARES**

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Manoj Kumar Gupta	41,99,316	3.02
2.	Nagendra Bala	300	0.33

**P. PRE-IPO PLACEMENT**

Our Company is not considering any Pre-IPO placement of equity shares of the Company.

**Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH**

Our Company has not issued Equity Shares for consideration other than cash in the last one year.

**R. SPLIT/ CONSOLIDATION OF EQUITY SHARES**

Our company has not done any split/consolidation/ subdivision of equity shares of the Company since incorporation.

**S. EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

### **SECTION III: RISK FACTORS**

*An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Red Herring Prospectus, particularly the “Financial Information of the Company” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 140, 99 and 186 respectively of this Draft Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

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

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

#### **Materiality**

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

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

#### **Note:**

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

*In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” on page 26 and “Management Discussion and Analysis of Financial Condition and Results of Operations” on page 186 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Restated Financial Statements”.*

#### **INTERNAL RISK FACTORS:**

- 1. There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse decisions could seriously impact our net worth, cashflows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and have an adverse effect on our business, prospects, results of operations, goodwill and financial condition.***

There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse decisions in such case could seriously impact our net worth, cashflows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and have an adverse effect on our business, prospects, results of operations, goodwill and financial condition. For details, see “**Outstanding Litigation and Material Developments**” beginning on page 196 of this Draft Red Herring Prospectus.

**Litigation involving the Company:**

Nature of Cases	No. of Outstanding Cases	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable
Criminal proceedings filed by the Company	-	-
<b>Tax proceedings:</b>		
Direct Tax	7	807.42
Indirect Tax	4	54.94
Other pending material litigation/matter filed against the company	1	Not Ascertainable
Other pending material litigation/matter filed by the company	1	3.66
<b>Total</b>	<b>13</b>	<b>866.02</b>

**Litigation involving our Promoter & Directors:**

Nature of Cases	No. of Outstanding Cases	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable
Tax proceedings:		
<b>Direct Tax</b>	2	0.24
<b>Indirect Tax</b>	4	3.18
<b>Total</b>	<b>6</b>	<b>3.42</b>

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 196 of this Draft Red Herring Prospectus.

2. **We derive a significant portion of our revenue from the enrollment of CA Foundation and CA intermediate students. Failure to attract students in these courses, including due to an unsatisfactory success ratio, may adversely affect our revenues, business, results of operations and prospects.**

We generate a significant portion of our revenue from the enrollments of CA Foundation and CA intermediate students. For the three months period ended June'24 and the fiscal years 2024, 2023 and 2022, our revenue from the CA foundation and CA intermediate course were ₹ 387.41 lakhs, ₹ 1260.64 lakhs, ₹ 682.04 lakhs and ₹ 189.32 lakhs, constituting 87.59%, 92.64%, 90.89% and 84.71% respectively, of our revenue from operations. We may experience reduction in cash flows and liquidity if the admission in these courses is significantly reduced for any reason.

The following table sets forth the bifurcation of revenue (course-wise) for the three months period ended June'24 and Fiscal 2024, 2023 and 2022:

Courses	(Rs. in lakhs)							
	Apr.- Jun'24	%	F.Y. 2023-24	%	F.Y. 2022-23	%	F.Y. 2021-22	%
CA Intermediate	13.51	3.05%	704.71	51.79%	285.67	38.07%	161.83	79.53%
CA Foundation	373.90	84.53%	555.93	40.85%	396.37	52.82%	31.40	15.43%
12th + CA foundation	10.41	2.35%	14.94	1.10%	48.31	6.44%	6.07	2.98%
Class 11 <sup>th</sup> (CBSE)	3.94	0.89%	11.13	0.82%	10.40	1.39%	0.00	0.00
Class 12 <sup>th</sup> (CBSE)	3.72	0.84%	10.94	0.80%	9.32	1.24%	3.77	1.85%
CMA Foundation	7.28	1.65%	5.81	0.43%	0.38	0.05%	0.42	0.20%
<b>Grand Total</b>	<b>412.76</b>	<b>93.32%</b>	<b>1303.46</b>	<b>95.79%</b>	<b>750.44</b>	<b>100%</b>	<b>203.49</b>	<b>100%</b>

% is calculated on revenue from operations

Among other factors, the satisfactory performance of our students in the examinations is critical to our brand image and may affect our future enrolments, revenues and profitability. We endeavor to retain the trust placed in us by our students and their parents, by adopting a results-oriented approach as well as providing quality course offerings. However, in addition to the content and training provided by us, individual performance depends on various factors unrelated to us, including personal merit, ability to perform under pressure and the physical health and mental state of the student. If our students do not perform well in the aforesaid examinations, a significant opinion shift or degree of dissatisfaction in relation to any of our courses or services may arise, despite our best efforts and resources, consequently adversely affecting our brand image, enrolments and future revenues and profitability.

3. ***Our ability to retain the present number of students serviced by us and attract new students is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality. Any failure by us to retain or attract students may impact our business, results of operations and prospects.***

For the three-month period ended June 30, 2024 and the fiscal years 2024, 2023 and 2022, we received 1,178, 3,607, 2,412, and 2,067 student enrollments, respectively. Our business heavily relies on our reputation as well as the quality and popularity of the services provided by us and our visibility and perception amongst students. It is important that we retain the trust placed by our students on our result-oriented approach. We must also continue to attract new students and increase the number of students serviced by us at a consistent rate. We attempt to retain our position by maintaining quality and by our ability to improve and add value to the performance of the students enrolled. This requires constant upgradation of the methodology and study material utilized along with ensuring that our faculty members are adequately equipped to instruct the students. Further, we rely on a variety of advertising efforts tailored to target the student community, such as advertising through hoardings, banners, pole banners, newspapers, and digital platforms such as Google Ads, through which prospective students also gain awareness of our courses. Any failure by us to retain or attract new students may seriously impact our business, results of operations and prospects.

4. ***We derive major portion of our revenue from our Coaching Centers located in Jaipur. Due to this geographic concentration of the Coaching Centers, our results of operation and growth might be restricted in the event of any adverse changes to the economic and demographic conditions of Jaipur.***

Our business is heavily dependent on the performance of our Coaching Centers in Jaipur where we have an aggregate of 3 Coaching Centers. As of October 31, 2024, we operate a total of six coaching centers, which include three company-owned locations in Jaipur and three franchisee centers located in New Delhi, Kolkata, and Jodhpur. For the three months period ended June 30, 2024 and Fiscal 2024, 2023 and 2022, our revenue from the Jaipur coaching centers were ₹ 381.69 lakhs, 1194.43 lakhs, 750.28 lakhs and 203.48 lakhs, constituting 86.30%, 87.77%, 99.98% and 100% respectively, of our revenue from operations. Out of the 3 centers located in Jaipur, our center located at Gandhi Nagar, which is also the registered office our Company, has substantially contributed to our revenue.

The following table sets forth the bifurcation of revenue (center-wise) for the three months period ended June'24 and Fiscal 2024, 2023 and 2022:

(Rs. in lakhs)

Centre	April'24- June'24	%	F.Y. 2023-24	%	F.Y. 2022-23	%	F.Y. 2021-22	%
Jaipur Centre – I (Gandhi Nagar)	265.46	60.02%	962.66	70.74%	640.63	85.37%	182.75	89.81%
Jaipur Centre – II (Vidyadhar Nagar)	59.48	13.45%	132.12	9.71%	71.35	9.51%	16.49	8.11%
Jaipur Centre - II (Vaishali Nagar)	56.75	12.83%	99.65	7.32%	38.3	5.10%	4.24	2.08%
Jodhpur	7.00	1.58%	9.23	0.68%	0.16	0.02%	0	0.00%
Delhi	37.87	8.56%	157.14	11.55%	0	0.00%	0	0.00%
Kolkata	15.76	3.56%	0.00	0.00%	0	0.00%	0	0.00%
<b>Grand Total</b>	<b>442.31</b>	<b>100%</b>	<b>1360.81</b>	<b>100%</b>	<b>750.44</b>	<b>100%</b>	<b>203.49</b>	<b>100%</b>

\*Kolkata center has been started in F.Y. 2024-25, thus, no revenue pertains to preceding years.

In the event of a natural calamity, economic slowdown or any disruption in Jaipur, or any developments that makes it difficult for us to conduct these Coaching Centers in Jaipur, economically and otherwise, we may experience more pronounced effects on our results of operations, financial condition and cash flows than if it were further diversified across

different geographical locations.

5. ***Strong competition in the coaching sector could decrease our market share and compel us to either reduce the fee charged or increase the payments made to our faculty members. This may have an adverse impact on our enrolments, revenues and profitability.***

The coaching industry is highly competitive and fragmented amongst organized and unorganized players, with no single provider controlling significant market share. We not only compete with organized players but also a high percentage of unorganized entities such as individual tutors and small-scale institutes. Some of them may pay better attention to the individual needs of the students and may be capable of providing more personalized services to each student due to the smaller number of students catered to by them. Further, these unorganized entities issue their services at highly competitive prices having well established presence in their local markets. In addition, there are minimal entry barriers in the coaching industry and hence we may also face competition from new entrants. Some of our faculty members, who disassociate themselves from us, may also compete with our company. Although, we generally prohibit our faculty members from engaging in business similar to us or competing with us, in any manner, during the term of their contract with our Company, however, the contract may not eliminate the risk pursuant to the termination of the contract of engagement. Such factors may put pressure on us to reduce the fee we charge our students. Further, our competitors may provide better remuneration to faculty members, which may compel us to increase the payments made by us to our faculty members. The fee charged for the services provided is an important factor considered by students and parents while selecting our coaching services. Additionally, we may lose important faculty members if we are unable to match the remuneration offered by our competitors to the faculty members. Any reduction of fee charges or an increase in the payments to be made to the faculty members may have an adverse impact on the number of Students Services by us, our revenues and profitability.

Our main competitors are other organized coaching institutes. Competition is generally based on the location, the type of courses offered, the quality of instruction, success rate, reputation and fees. Amongst the organized private players, we consider Vidhya Sagar Career Institute, JK Shah classes, Toppers, IGP, AKN, Anil Sharma Classes and Concepts as our major competitors. Any failure on our part to compete effectively may adversely affect our business, results of operation and prospects.

6. ***All the properties on which our own Coaching Centers and centers operated by the franchisee(s) are located have been leased. In the event of termination or non-renewal of the leases, our business and revenues may be adversely affected.***

All the properties on which our own Coaching centers and centers operated by the franchisee(s) are located including our registered office are held through leasehold interests. For details, please refer to section ***“Our Business – Properties”*** on page 109 of this DRHP. Our inability to renew or extend the lease of any portion of the property from the respective landlord may jeopardize our operations on that location. Further, the renewal of the lease may be on substantially higher lease rentals or onerous lease terms. Additionally, if the terms of the leasehold interests expire, we may be unable to extend or renew these interests on economically viable terms or at all, which could result in our inability to continue to operate on those properties. Further, any adverse impact on the ownership rights of the landlords may impede the effective future operations of our Coaching Centers and centers operated by the franchisee(s). We cannot assure you that alternative premises will be available at the same or similar costs or locations, in a timely manner. This may have an adverse impact on our business, operations and revenues.

7. ***We face risks and uncertainties associated with the opening of new coaching centers which may impact our initiation or continuation of new Coaching Centers.***

We intend to expand our geographical reach by opening additional coaching centers to strengthen brand recognition and increase student enrollments. As of October 31, 2024, we operate 6 centers: 3 in Jaipur, 1 in New Delhi, 1 in Kolkata, and 1 in Jodhpur. Over the next two years, we intend to open 11 more centers in key locations, including Delhi, Kolkata, Gurugram, Faridabad, Lucknow, Jaipur, Ahmedabad, Raipur, Nagpur and Mumbai. Our initial focus will be on targeting students in Delhi NCR and nearby regions by opening new centers in Gurugram, Faridabad and New Delhi, followed by an expansion into Uttar Pradesh with a center in Lucknow, and one additional center in Kolkata. For details, please refer the section ***“Objects of Issue – Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres”*** on page 69 of this DRHP.

We may also face other risks and uncertainties in relation to expansion which may include:

- a) cost overruns primarily due to sudden increase in lease rentals of the preferred location of the Coaching Centers or increase in fee for the faculty members or inflation;



- b) difficulties in recruiting, training and retaining sufficient skilled faculty members and technical, advertising and management personnel;
- c) inability to or difficulty in satisfying student expectations;
- d) inability to develop adequate internal administrative functions and systems and controls;
- e) inability to identify and attract students to new coaching centers; and
- f) inability to run the coaching centers in a profitable manner.
- g) failure to obtain or renew required statutory approvals, such as fire safety NOCs and shop and establishment licenses, which could lead to regulatory action by authorities and disrupt the operation of our centers.

Further, failure to update and expand the Courses offered and study material to suit the requirements of students in a timely manner may have an impact on the enrolments. This may impact the initiation of the services offered and their continuance and the enrolments at the new Coaching Centers or the new Courses and consequently may impact our expansion plans, and consequently our business, operations and financial conditions.

Some of the new Coaching Centers may fail to commence operations due to various factors and we may be forced to discontinue such operations partially or completely, which may lead to loss of the investments made by us in setting up these Coaching Centers. We may stop or reduce operations of a Coaching Centre due to various reasons, including high rental costs or unavailability of adequate infrastructure for operations or lack of expected enrolments or unavailability of faculty members. Such discontinuation may adversely affect our business, results of operation and reputation.

We may lack sufficient expertise and experience in the new geographical area wherein we propose to open new coaching center and this may impose additional strain on our resources and consume additional time and attention of our senior management. Further, some of these coaching centers may fail to commence or may have to be abruptly discontinued at their early stages, due to regulatory, commercial or other reasons. We may fail to initiate or choose to discontinue the new coaching centers if we do not attract significant number of students for the respective courses. We may need to modify our systems and strategy or enter into arrangements with other institutions to provide new Courses effectively and profitably. If these new Coaching Centers do not perform profitably, we may be forced to discontinue the Coaching Centers. Further, if any new Coaching Centers or courses are discontinued, the resources utilized for their establishment may not be recoverable, which may adversely affect our business, results of operation and reputation.

**8. *Our business depends substantially on the faculty members and our ability to attract and retain them. Sudden decrease in the number of our faculty members due to attrition may affect our operations and business.***

As of September 30, 2024, we have a team of 35 faculty members which are well equipped with subject knowledge and coaching students. We may fail to identify, recruit or retain adequate qualified faculty members. Any failure to meet such human resource requirements may materially adversely affect our growth plans or negatively impact our quality and consistency of our services. To grow our business, we will need to hire, train, supervise and manage new employees and faculty members and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees or faculty members will contribute to the success of our business or that we will implement such systems effectively. While we conduct training program for our faculty members on teaching subjects, methodologies, and time-management in order to better equip our faculty members and to adapt to the changing needs of our students and examination trends/syllabus, we may not be able to provide such training in a cost-effective manner. Any sudden decrease in the number of the faculty members may disrupt the operations of certain of our Coaching Centers for the immediate period till suitable arrangements can be made by us and any delay or difficulties in finding requisite number of faculty members in a timely manner may affect our operations, reputation and consequently our business.

**9. *Whilst we propose to utilize part of the net proceeds towards establishment of coaching centers at 10 locations, we have identified only 6 of such locations until now. Out of the 6 identified locations the Company has entered into Letters of Intent (LoIs) for 6 locations outlining potential agreements or collaborations. Our inability to identify and eventually operate from these premises for the Coaching Centers on commercially favorable terms, in a timely manner or at all, may affect our future growth plans.***

In terms of our "Objects of the Issue", we propose to utilize the Net proceeds of Rs. 764.98 lakhs to fund the establishment of new Coaching centers at 11 locations. Our Company has identified six locations and is in the process of identifying the remaining 5 locations. Further, Company has entered into Letters of Intent (LoIs) with 6 parties, outlining potential agreements. These Letters of Intent outline the preliminary terms and potential areas but are non-binding and do not create any legal obligations on either party. The definitive terms of any such arrangement are subject to further negotiation and the execution of a formal agreement. There can be no assurance that a binding agreement will be finalized, or that the terms outlined in the LoI will be agreed upon in the final agreement. The Company's reliance on these Letters of Intent may

involve risks, and any potential agreements or collaborations are contingent on the successful completion of formal contractual arrangements.

We have definitive agreements for only a portion of this object and may be unable to conclude arrangements and agreements for the remaining locations on terms anticipated by us, or at all. Our inability to identify and eventually operate from these premises for the Coaching centers on commercially favorable terms, in a timely manner or at all may affect our future growth plans and in turn our business and financial condition.

***10. If the performance of our students in the examinations does not match their expectations, our reputation maybe adversely affected and may adversely affect our business, results of operation and prospects.***

We are in educational sector and coaching services provider for students of secondary and higher secondary section exam including professional courses such as CA Foundation, CA Intermediate, CA Final and CMA Foundation. In addition to coaching, the individual performance of each student also depends on various factors including personal merit, ability to perform under pressure, physical and mental health. The performance of the students enrolled in our courses in a year determines the success rate of our business for that year. The quality of results of the students trained by us in a particular year impact the number of enrolments for the future years and consequently our revenues could be adversely affected. Additionally, if certain students do not complete or drop-out of the courses in which they are enrolled, their performance in the examination may be unsatisfactory and this may adversely impact our business and reputation. The satisfaction of the students and quality of the services in terms of the coaching, providing study materials, and administration of classes benchmarks our service standards. We believe that before enrolling with any coaching services provider, the students consult the previous batch of students who had registered in that course. Any kind of student dissatisfaction in relation to any of the services, facilities or methods may impact their judgment regarding the quality of services which may adversely impact our reputation and consequently, our business and profitability.

***11. Our inability to enhance our fees or any reduction of fee charges may have an adverse impact on our Student Count, revenues and profitability.***

The fee charged for the services provided is one of the important factors considered by students and parents while selecting our coaching services. With the increasing number of competitors, we may be compelled to reduce the fees charged, to issue substantial concessions or fee discounts to attract new enrolments. Our inability to enhance our fees or any reduction of fee charges may have an adverse impact on our Student Count, revenues and profitability. In the event of occurrence of any of the above-mentioned risks, we may be unable to attract new, and/or to retain existing students. Any failure by us to retain existing students or to attract new students may adversely impact our business, revenues, results of operation and prospects.

***12. As of October 31, 2024, we operate nearly 3 of our Coaching centers through franchisee arrangements, which leads to limited control by us on the operations and the risk of discontinuation of the Coaching centers, may impact our reputation, business and financial conditions adversely.***

As of October 31, 2024, three of our coaching centers, located in Jodhpur, Kolkata and Delhi, operate under franchise agreements. These agreements place certain operational responsibilities on third-party franchisees, which may reduce our direct control over the daily management and quality standards of these centers. This structure may lead to differences in service delivery and operational performance compared to our company-operated centers. Adverse developments at franchise-operated centers—such as operational failures, temporary or permanent closures, challenges in meeting operating expenses or difficulties in attracting and retaining students franchisees or franchisees choosing alternative business opportunities could negatively affect our revenue, brand reputation, and financial performance. Additionally, there are certain regulatory compliance requirements, such as maintaining valid fire safety NOCs and Shop and Establishment registration, which are currently the responsibility of our franchisees. Failure by franchisees to obtain or renew these approvals may lead to regulatory action by the authorities, potentially impacting the operation and continuity of these centers, and thereby affecting our overall business, revenue, overall profitability and goodwill.

All of the Franchisee operated Coaching centers currently are located outside of Jaipur, Rajasthan. Thus, whilst we lay down standard operating guidelines for the Franchisees and provide the study and test materials, we may have a lesser control on the operations of these Coaching centers as compared to Coaching centers operated through our Company. Thus, in the event the Franchisee fails to operate the Coaching Centre in a manner as stipulated in terms of the Franchisee Agreement or has different strategic priorities, then it may impact our reputation and the profitability of that Coaching Centre. In the event, the Franchisee ceases to operate the Coaching Centre in accordance with our instructions, it may lead to termination of the Franchisee Agreement by us and we may be compelled to discontinue the Coaching Centre, permanently or temporarily. Such a discontinuation may impact the students enrolled in the particular Coaching Centre

adversely and consequently, have an adverse impact on our revenue, financial operations and reputation.

**13. *Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.***

We rely heavily on our information technology systems in connection with online lectures, tests, enrolments and student identification, accounting, distribution in our business and the general running of our day-to-day business. As our operations grow in size and scope, we must continuously upgrade our systems and infrastructure, while maintaining the reliability and integrity of our systems and infrastructure in a cost-effective manner.

While we have backup system, certain non-critical systems are not fully redundant and our disaster recovery or business continuity planning may not be sufficient. Factors such as fires, power outages, telecommunications or technical failures, disruption in internet infrastructure or access due to earthquakes, floods or other natural calamities or adverse weather conditions, acts of war or terrorism, computer viruses, sabotage, break-ins and electronic intrusion attempts from external or internal sources, difficulties in linkages with our students' systems or payment gateway systems may cause system interruptions, delays, security breaches or corruption or loss of critical data, and may prevent us from operating some or all our business for a significant period of time, which could have an adverse effect on our reputation, business, results of operations and prospects.

**14. *Our inability to adapt and update our study materials and coaching methodologies in accordance with the changing syllabus and examinations patterns may affect our business.***

The syllabus of the courses which we provide and the exam patterns are subject to alterations from time to time, either on account of change in laws or updations from the respective Government recognized institutes such as ICAI & ICWAI. Further, the patterns of examinations may be modified by reducing the time period of the examination or altering the nature of questions included in these examinations.

In case of such alterations, updations or revisions, the study materials, coaching and testing methodologies and structure of the Courses have to be modified to suit the new syllabus. This requires considerable planning and may be time consuming. Further, this may also require additional training to be provided to our faculty members in relation to inclusion of new and advanced topics in the syllabus and including better and improved methods. Failure to update the syllabus and to engage, train and retain adequately qualified faculty members may affect our ability to adapt to the changed syllabus and consequently, may affect our business, reputation and revenues.

If there are significant changes or emphasis shifts in curriculum, test patterns and models, and we are unable to update, realign and augment our course material and content in a timely and cost-effective manner, or are required to discontinue certain course offerings or titles, our enrolments, revenues and profitability may be adversely affected. Our inability to cater to and suitably update and enhance the depth of our course syllabus may adversely affect our business, financial condition and results of operations.

**15. *The coaching industry in India we operate in is currently not subject to extensive governmental regulation. However, the central or state governments may introduce new laws and regulations for coaching service providers in the future. The impact of such laws on the business cannot be ascertained presently and may affect our business adversely in the future. Such regulations and changes may increase our compliance requirements and costs, which may affect our business, results of operations and prospects adversely in the future.***

The sector we operate in is not, at present, extensively regulated by central or state legislations. However, certain state governments, have enacted laws to regulate private coaching centers (guidelines for registration and regulation of coaching centers), requiring them to, among others, obtain a registration for operating the coaching centers, and such registration may be cancelled in the event of violation of the relevant regulations, and the operating entity may be subject to imposition of penalties.

Further, while we are not in a position to predict the likelihood, timing or content of any other regulation or legislation, central or state governments may, however, introduce laws in the coaching services sector that may indirectly impact our business or, more specifically, introduce laws regulating the coaching services sector more extensively. We may be subject to further legal compliance should there be any changes or introduction of laws regulating the coaching service provider industry. We may also need to hire and/or train new staff in order to ensure we comply with such new laws and regulations.

Additionally, any new laws or operating guidelines mandating limitations on, among other things, the number of students enrolled at, or the amount of fees charged from students by, coaching centers, or any other conditions on the manner in

which we conduct our Centers, including enhanced student safety and security measures to be adopted, could adversely affect our business, results of operations and prospects.

Such new laws may impact our operations, expansions, fees and other charges. Such regulations may curtail or impose additional and onerous obligations on our operations and may adversely impact our business. Further, the applicable laws may vary in each state, which could restrict our operations to specific states and prevent or slow down our expansion in certain states. In order to comply with such legislation, we may be required to incur greater operational costs, which may have a material adverse impact on our business.

**16. *We require certain approvals and registrations to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory approvals required to operate our business may adversely affect our operations and financial conditions.***

We are governed by certain laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions. Further we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to change in name and conversion of company to public Company.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, there can be no assurance that the relevant authority will issue or renew expired approvals within the applicable time period or at all. Further we shall be required to obtain several approvals in respect of our new coaching centres, which we propose to set up from the proceeds of the IPO. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see **“Government and Other Statutory Approvals”** on page 203 of this Draft Red Herring Prospectus.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations.

**17. *Any breach of our students’ safety and security may negatively impact our reputation, business and financial condition.***

Safety of students is becoming an increasing area of concern in the coaching service industry. A few instances of safety breaches in the recent past by other educational institutions, including the victimization and harassment of students in educational institutions, have recently come into focus. Safety and security of students is a serious issue for educational institutions, students across all educational levels, and their parents. Failure to provide necessary safeguards to prevent the occurrence of harmful incidents or any physical injury to our students may materially adversely affect our reputation, business and financial condition. Further, any negative publicity regarding safety and security of students at our Centers may materially adversely affect the operations of Centers which, in turn, may materially adversely affect our enrolments and Student Count.

**18. *Our Contingent Liability and Commitments could affect our financial position.***

As on June 30, 2024, we had Contingent Liability of ₹ 698.88 lakhs in respect of income tax cases, which have not been provided in our financial statements and which could affect our financial position. For further details, please refer to Annexure H – Contingent Liabilities in the chapter titled **“Financial Information of the Company”** on page 170 of this Draft Red Herring Prospectus.

**19. *We do not maintain any insurance in respect of our assets installed in the coaching centers, which may have a material adverse effect on our business and results of operations.***

Except for vehicle insurance, we do not maintain any insurance policy to cover potential risks associated with the operations, assets and infrastructure installed at our centers. This lack of insurance coverage poses several risks that could

impact our business continuity, financial stability and overall operational effectiveness. In the event of damage to the facility due to natural disasters, accidents, or vandalism, the absence of insurance could lead to significant financial burdens for repairs and replacements. If we suffer a significant uninsured loss, our business, financial condition and results of operations may be materially and adversely affected.

**20. *The brand name “Mittal Commerce Classes” has been registered under the name of our company. Any failure to protect our intellectual property could have a material adverse effect on our business.***

As on date of this DRHP, our brand name “*Mittal Commerce Classes*” has been registered under Class 41 of the Trade Mark Act, 1999 which is valid up to October 18, 2030. There can be no assurance that third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property. For further details on above and other trademarks, please refer to section “*Our Business – Intellectual Properties*” beginning on page 109 of this Draft Red Herring Prospectus.

**21. *We are dependent on a number of key managerial personnel, including our Promoters, key faculty members, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition.***

Our performance depends largely on the efforts and abilities of our Promoters, senior management and other key managerial personnel, including our present faculty members who has vast coaching experience. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our Company does not maintain any director’s and officer’s insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition. For further details on the senior management and key managerial personnel of our Company, please refer to the chapter titled “*Our Management*” beginning on page 120 of this DRHP.

**22. *Any Penalty or demand raised by tax authorities in future will affect our financial position of the Company.***

We provide coaching service through our network of educational institutes which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with ESI and Provident Fund. Any demand or penalty raised by the concerned authority in future for any previous years or current year will affect the financial position of the Company.

In the past, our company has at several instances, delayed in filing of EPF and GST Returns, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues and late filing penalties. Although the late filing fees and interest on late deposits levied are small, if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Repeated delays in compliance could reflect underlying operational issues, which may hinder our ability to effectively manage our business and adhere to legal requirements. A history of late filings may increase the likelihood of audits by tax authorities. The outcome of such audits could lead to additional financial liabilities or reputational damage. Such financial impacts could raise concerns among investors regarding our operational efficiency and fiscal management.

**23. *Ineffective execution of marketing programs and reduced marketing expenditure could have an adverse effect on our sales.***

Our future growth and profitability may depend upon the effectiveness, efficiency and spending levels of our marketing and advertising efforts. The ability to differentiate our services from competitors by its branding, marketing and advertising programs is an important factor in attracting students and their parents. As a result, from time to time we will be undertaking brand building exercise and marketing programs to enhance our brand visibility. If these programs are ineffectively executed or the level of support for them is reduced, it could affect our ability to attract students. Further, we cannot assure you that we will be able to accurately estimate our marketing expenditure. In case our marketing expenses are lesser than market standards, our marketing programs may be perceived ineffective. However, if our marketing expenses are higher than the market standards, it may adversely affect our income and results of operations. Any such event may have an adverse effect on our business operations and financial position.

**24. *The Promoters (including Promoter Group) and Directors hold almost 100% of the Equity Shares of our Company***

***and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, or loans advanced by them to the Company, and benefits deriving from the directorship in our Company. There can be no assurance that our Promoter will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. For further information, please refer to the chapters/section titled ***“Our Business”, “Our Promoters and Promoter Group”*** and ***“Annexure J(i), J(ii) and J(iii) - Related Party Transactions”***, beginning on page 99, 134 and 175 respectively of this Draft Red Herring Prospectus.

***25. Our Company has unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans may adversely affect our cash flows.***

Our Company has availed unsecured loans which may be recalled by lenders at any time with or without the existence of an event of default, on short or no notice. As of June 30, 2024, such loans amounted to ₹ 48.03 lakhs. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially affect our business, cash flows, financial condition and results of operations. For further details, please see the section entitled ***“Statement of Financial Indebtedness”*** on page 184 of this Draft Red Herring Prospectus.

***26. We have in the past entered into related party transactions and may continue to do so in the future.***

Our Company has entered into various transactions with our Directors, Promoters and Promoter Group members/entities. These transactions, inter-alia includes, remuneration, loans and advances etc. For details, please refer to ***“Annexure J(i), J(ii) and J(iii) - Related Party Transactions”*** under Section titled ***“Financial Information of the Company”*** and Chapter titled ***“Capital Structure”*** beginning on page 175 and 56 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. on arms-length price in compliance with provisions of Companies Act 2013 and other applicable laws. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Although all related-party transactions that we may enter into in the future are subject to approval by Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties. . Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

***27. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter ***“Objects of the Issue”*** beginning on page 68 of this Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business and development plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

***28. Our Promoters and Promoter Group will continue to retain significant control in our Company, which will allow them to influence the outcome of matters submitted to shareholders for approval.***

As of the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold almost 100% of pre-issue share capital of our Company. Furthermore, after the completion of this Issue, our Promoters and Promoter Group will control, directly or indirectly our Company and continue to hold substantial percentage of the issued and paid-up equity share capital of our Company. As a result, our Promoters and Promoter Group will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters and Promoter Group may take or block actions with respect to our business which may conflict with the best

interests of our Company or that of minority shareholders. We cannot assure you that our Promoters and Promoter Group will exercise their rights as shareholders to the benefit and best interest of our Company.

**29. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue price.**

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter “*Capital Structure*” beginning on page 56 of this DRHP.

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)*	Cumulative Paid up Capital (₹)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA	10,000	-	1,00,000
March 31, 2014	1,30,000	10/-	80/-	Cash	Further Issue	1,40,000	91,00,000	14,00,000
March 07, 2024	21,00,000	10/-	NA	NA	Bonus Issue	22,40,000	-	2,24,00,000
June 03, 2024	19,60,000	10/-	NA	NA	Bonus Issue	42,00,000	-	4,20,00,000

*All the above-mentioned shares are fully paid up since the date of allotment.*

For details of allottees, please refer section “Equity Share Capital History of our Company” in the Chapter “Capital Structure” on page 57 of the DRHP.

**30. Our Promoters or directors do not possess experience in managing publicly listed companies.**

None of our existing Promoters or Directors has an experience of managing a listed Company. While they bring significant expertise in private company operations, the unique requirements and regulatory obligations of managing a listed entity, such as shareholder relations, market disclosures and compliance with stock exchange norms, may pose challenges. This lack of prior exposure could impact our company’s ability to effectively meet these demands, potentially affecting investor confidence and may attract notices, fines or penalties from regulatory authorities which may divert the Management’s attention and may have an adverse impact on the financial performance of the Company.

**31. We have issued Equity Shares during the last one year at a price below the Issue Price.**

Our Company has issued Bonus shares of 21,00,000 equity shares on March 07, 2024 and 19,60,000 equity shares on June 03, 2024 in the last 12 months which is without any consideration and thus lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For further details, see “*Capital Structure*” on page 56 of this DRHP.

**32. We have incurred significant indebtedness which exposes us to various risks which may have an adverse-effect on our business and results of operations**

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on June 30, 2024, our total outstanding indebtedness was ₹ 80.31 lakhs.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “*Statement of Financial Indebtedness*” on page 184 of this Draft Red

Herring Prospectus.

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

Employee misconduct or errors could expose us to business risks or losses, including serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**34. *We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.***

The proposed fund requirement for establishment of new coaching centres and security deposit and branding & marketing expenditure, as detailed in the section titled "**Objects of the Issue**" is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "**Objects of the Issue**" beginning on page 68 of this Draft Red Herring Prospectus.

**35. *We may not be able to sustain effective implementation of our business and growth strategy.***

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

**36. *We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see "**Statement of Financial Indebtedness**" on page 184 of the Draft Red Herring Prospectus.

**37. *The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The deployment of funds as stated in the "**Objects of the Issue**" beginning on page 68 of the Draft Red Herring 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 and on third-party quotations. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

**38. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, 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.



**39. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Draft Red Herring Prospectus.***

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Industry Overview*” beginning on page **Error! Bookmark not defined.** of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

**40. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” beginning on page 139 of this Draft Red Herring Prospectus.

**41. *Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

**EXTERNAL RISK FACTORS**

**42. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by center or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. Further, there have been periods of slowdown in the economic growth of India. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. 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. Financial disruptions may occur again and could harm our business and financial results.

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter **“Government and Other Statutory Approvals”** on page 203 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

**44. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE’s benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**45. *Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, man-made disasters, including acts of war, terrorist attacks, environmental issues and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

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.

**46. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

**47. *If certain labour laws become applicable to us, our profitability may be adversely affected.***

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in

formulating labour related policies.

**48. *Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. 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. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

**49. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.***

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an Offer of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**50. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Offer price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue price of the equity shares have been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "**Basis for Issue Price**" beginning on page 79 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue</b> (1) (2)	Issue of up to 15,12,000* Equity Shares of ₹ 10 each fully paid-up of our Company.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
<b>Net Issue to the Public</b>	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
<b>Out of which*</b>	
QIB Portion <sup>(4)</sup>	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs.
<b>Of Which</b>	
Anchor Investor	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
<b>Of Which</b>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	42,00,000 Equity Shares of face value of ₹ 10 each
<b>Equity Shares outstanding after the Issue</b>	Upto [●] Equity Shares of face value ₹ 10 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 68 of this Draft Red Herring Prospectus.

\*Subject to finalisation 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 present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on September 17, 2024 and by our Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting held on September 21, 2024.
- (3) 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.
- (4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

Our Company, 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 section titled ***“Issue Procedure”*** beginning on page 230 of this Draft Red Herring Prospectus.

**SUMMARY OF OUR FINANCIAL STATEMENTS**

**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

*(Rs. in Lakhs)*

Sr. No.	Particulars	Annexure No.	As at June 30, 2024	As at March 31st		
				2024	2023	2022
<b>A.</b>	<b>Equity and Liabilities</b>					
<b>1</b>	<b>Shareholders' Funds</b>					
	Share Capital	<b>A.1</b>	420.00	224.00	14.00	14.00
	Reserves & Surplus	<b>A.2</b>	110.06	202.73	71.61	64.40
	<b>Share application money pending allotment</b>		-	-	-	-
<b>2</b>	<b>Non-Current Liabilities</b>					
	Long-Term Borrowings	<b>A.3</b>	48.76	31.99	55.91	14.77
	Other Non-Current Liabilities					
	Long-Term Provisions	<b>A.4</b>	2.90	2.54	3.40	3.34
	Deferred Tax Liabilities (Net)	<b>A.5</b>	-	-	-	-
<b>3</b>	<b>Current Liabilities</b>					
	Short Term Borrowings	<b>A.6</b>	31.55	40.15	58.83	62.10
	Trade Payables :	<b>A.7</b>				
	(A) total outstanding dues of micro enterprises and small enterprises; and				-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		33.61	58.89	45.14	124.11
	Other Current Liabilities	<b>A.8</b>	20.98	33.86	145.05	-
	Short Term Provisions	<b>A.9</b>	212.98	161.07	28.05	37.03
	<b>Total</b>		<b>880.86</b>	<b>755.23</b>	<b>422.00</b>	<b>319.76</b>
<b>B.</b>	<b>Assets</b>					
<b>1</b>	<b>Non-Current Assets</b>					
	Property, Plant and Equipment					
	Tangible Assets	<b>A.10</b>	201.33	183.01	126.08	127.49
	Intangible Assets	<b>A.10</b>	14.97	13.26	0.34	0.34
	Capital Work in progress		-	-	8.93	-
	Deferred Tax Assets	<b>A.5</b>	6.49	6.16	8.71	7.31
	Long Term Loans & Advances	<b>A.11</b>	15.98	15.98	22.61	12.91
	Other Non Current Assets				-	-
<b>2</b>	<b>Current Assets</b>					
	Current Investments		-	-	-	-
	Inventories	<b>A.12</b>	24.36	25.10	11.27	-
	Trade Receivables	<b>A.13</b>	9.35	9.35	6.35	13.70
	Cash and Bank Balances	<b>A.14</b>	58.63	54.10	25.70	32.11
	Short-Term Loans and Advances	<b>A.15</b>	409.97	312.58	180.58	125.87
	Other Current Assets	<b>A.16</b>	139.79	135.70	31.43	0.03
	<b>Total</b>		<b>880.86</b>	<b>755.23</b>	<b>422.00</b>	<b>319.76</b>

**RESTATED STATEMENT OF PROFIT AND LOSS**

*(Rs. in Lakhs)*

Sr. No.	Particulars	Annexure No.	For the 3 months period ended June 30, 2024	For The Year Ended March 31,		
				2024	2023	2022
<b>A.</b>	<b>Revenue:</b>					
	Revenue from Operations	<b>B.1</b>	442.31	1360.81	750.44	203.49
	Other income	<b>B.2</b>	1.63	0.53	0.00	20.92
	<b>Total Income</b>		<b>443.94</b>	<b>1361.34</b>	<b>750.44</b>	<b>224.41</b>
<b>B.</b>	<b>Expenses:</b>					
	Cost Of Material Consumed	<b>B.3</b>	0.00	0.00	0.00	0.00
	Change in Inventories of WIP, Finished Goods & Stock in Trade	<b>B.4</b>	0.74	(13.83)	(11.27)	-
	Employees Benefit Expenses	<b>B.5</b>	120.84	420.74	394.67	106.61
	Finance costs	<b>B.6</b>	1.65	14.35	6.09	6.69
	Depreciation and Amortization	<b>B.7</b>	10.30	33.69	28.71	30.75
	Other expenses	<b>B.8</b>	172.36	447.40	311.62	66.91
	<b>Total Expenses</b>		<b>305.89</b>	<b>902.35</b>	<b>729.81</b>	<b>210.97</b>
	<b>Profit before exceptional and extraordinary items and tax</b>		<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
	Exceptional Items			-	-	-
	<b>Profit before extraordinary items and tax</b>		<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
	Extraordinary items			-	-	-
	<b>Profit before tax</b>		<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
	<b>Tax expense :</b>					
	Current tax		35.04	115.32	14.83	2.74
	Deferred Tax	<b>B.9</b>	(0.33)	2.55	(1.40)	(2.42)
	Profit (Loss) for the period from continuing operations		<b>103.34</b>	<b>341.12</b>	<b>7.20</b>	<b>13.12</b>
	<b>Earning per equity share in Rs.:</b>					
	(1) Basic		2.46	8.12	0.17	0.31
	(2) Diluted		2.46	8.12	0.17	0.31

**RESTATED STATEMENT OF CASH FLOWS**

*(Rs. in Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For The Year Ended March 31,		
		2024	2023	2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit/ (Loss) before tax	<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
Adjustments for:				
Depreciation	10.30	33.69	28.71	30.75
Finance costs	1.65	14.35	6.09	6.69
Interest and other income	(1.31)	(0.47)	-	(20.92)
Profit on sale of Fixed Assets/Investments	(0.32)	(0.06)	-	
Adjustment from provision for depreciation	-	(4.56)	(15.40)	-
Adjustment for Gratuity	0.36	(0.86)	0.06	3.34
<b>Operating profit before working capital changes</b>	<b>148.73</b>	<b>501.08</b>	<b>40.08</b>	<b>33.30</b>
Movements in working capital :				
(Increase)/Decrease in Inventories	0.74	(13.83)	(11.27)	-
(Increase)/Decrease in Trade Receivables	-	(3.00)	7.35	(8.95)
(Increase)/Decrease in Short Term Loans & Advances	(97.39)	(132.00)	(54.72)	(1.41)
(Increase)/Decrease in Other Current Assets	29.52	(104.27)	(31.40)	0.13
Increase/(Decrease) in Trade Payables	(58.89)	13.74	(78.96)	(23.77)
Increase/(Decrease) in Other Current Liabilities	(12.88)	(111.19)	145.05	-
Increase/(Decrease) in short term provision	51.91	133.02	(8.97)	(42.70)
<b>Cash generated from operations</b>	<b>61.73</b>	<b>283.54</b>	<b>7.16</b>	<b>(43.40)</b>
Net Income Tax Paid/Refunded	35.04	115.32	14.83	2.74
<b>Net Cash flow from /(used in) Operating activities : (A)</b>	<b>26.69</b>	<b>168.22</b>	<b>(7.67)</b>	<b>(46.14)</b>
Profit from sale of fixed assets	0.32	0.06	-	-
Interest income Received	1.31	0.47	-	20.92
Purchase of property,plant & equipment & intangible assets	(33.31)	(103.78)	(31.00)	(8.91)
Sale of property,plant & equipment.	2.98	4.80	19.10	-
Increase/(Decrease) in Long Term Loans & Advances	-	6.63	(9.70)	14.19
Expenditure on capital WIP	-	8.93	(8.93)	-
Sale of Non current investments				17.35
<b>Net Cash flow from /(used in) Investing activities:(B)</b>	<b>(28.70)</b>	<b>(82.89)</b>	<b>(30.53)</b>	<b>43.56</b>
Finance cost paid	(1.65)	(14.35)	(6.09)	(6.69)
Proceeds of Borrowings	323.40	1,372.47	905.60	133.23
Repayment of Borrowing	(315.22)	(1,415.07)	(867.73)	(125.95)
<b>Net cash flow from /(used in) Financing activities:(C)</b>	<b>6.53</b>	<b>(56.96)</b>	<b>31.79</b>	<b>0.58</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>4.52</b>	<b>28.39</b>	<b>(6.41)</b>	<b>(2.00)</b>
<b>Cash and cash equivalents as at the Beginning of the year</b>	<b>54.10</b>	<b>25.70</b>	<b>32.11</b>	<b>34.31</b>
<b>Cash and cash equivalents as at the End of the year</b>	<b>58.63</b>	<b>54.09</b>	<b>25.70</b>	<b>32.31</b>



## GENERAL INFORMATION

### Brief Summary:

Our Company was incorporated on February 09, 2010 under the name of “Mittal Commerce Classes Private Limited”, as a private limited Company under the provisions of the Companies Act, 1956, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Rajasthan. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on August 05, 2024 and the name of our Company was changed from “Mittal Commerce Classes Private Limited” to “Mittal Commerce Classes Limited” vide fresh certificate of incorporation dated September 17, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U80301RJ2010PLC030939.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 117 of this Draft Red Herring Prospectus.

<b>Registered Office</b>	Plot No. 12 Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015 <b>Tel. No.:</b> +91- 9929325016 <b>Email:</b> <a href="mailto:info@mccjpr.com">info@mccjpr.com</a> <b>Website:</b> <a href="https://mccjpr.com/">https://mccjpr.com/</a> <b>CIN:</b> U80301RJ2010PLC030939 <b>Registration Number:</b> 030939
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### Address of the Registrar of Companies:

Our Company is registered with the Registrar of Companies, Rajasthan at Jaipur situated at the following address:

#### Registrar of Companies, Rajasthan

C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001.

### Board of Directors:

Set forth below are the details of our Board of Directors as on the date of this Draft Red Herring Prospectus:

Sr. No	Name of Director	Designation	DIN	Address
1	Manoj Kumar Gupta	Managing Director	02917118	99, Barkat Nagar, Indian Public School, Tonk Fatak, Lal Kothi, Jaipur, Rajasthan-302015.
2	Nagendra Bala	Whole Time Director and CFO	05255330	99, Barkat Nagar, Indian Public School, Tonk Fatak, Lal Kothi, Jaipur, Rajasthan-302015.
3	Dinesh Kumar Badera	Non-Executive Director	10780665	Ward No. 6, Tahasil ke Pass, Kot ka Mohalla, Chaksu, Jaipur, Rajasthan-303901.
4	Sunil Kumar Gupta	Independent Director	10757505	1 E 38, Gandhi Path, Subhash Colony, Sastri nagar, Jaipur-302016, Rajasthan.
5	Vijay Kumar Singhal	Independent Director	10757513	8 B Shiv Nagar, II Murlipura scheme, Jaipur-302013, Rajasthan.

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 120 of this Draft Red Herring Prospectus.

Chief Financial Officer	Company Secretary and Compliance Officer
Nagendra Bala <b>Mittal Commerce Classes Limited</b> <b>Address:</b> Plot No. 12 Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015 <b>Tel. No.:</b> +91- 9929325016 <b>Email:</b> <a href="mailto:nagendra@mccjpr.com">nagendra@mccjpr.com</a>	Prachi Mittal <b>Mittal Commerce Classes Limited</b> <b>Address:</b> Plot No. 12 Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015 <b>Tel. No.:</b> +91- 9929325016 <b>Email:</b> <a href="mailto:cs@mccjpr.com">cs@mccjpr.com</a>

### **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, noncredit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances relating to the Issue other than the Anchor Investors 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 Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

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

All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.

For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

### **Details of Key Intermediaries pertaining to this Issue and Our Company:**

<b>Book Running Lead Manager to the Issue</b>	<b>Legal Advisor to the Issue</b>
<b>Seren Capital Private Limited</b> Address: Office no. 601 to 605, Raylon Arcade, Kondivita, J.B. Nagar, Mumbai, Maharashtra, India, 400059. Tel No.: +91-22-46011058 Email: info@serencapital.in Investor Grievance Email: investors@serencapital.in Website: <a href="https://serencapital.in/">https://serencapital.in/</a> Contact Person: Akun Goyal/Akshita Agarwal SEBI Reg. No.: INM000013156	<b>M/s Asha Agarwal &amp; Associates</b> Address: 118, Shila Vihar, Gokulpura, Jhotwara, Jaipur-302012, Rajasthan Tel No.: +91 9950933137 Email: <a href="mailto:ashaagarwalassociates@gmail.com">ashaagarwalassociates@gmail.com</a> Contact Person: Ms. Asha Agarwal
<b>Registrar to the Issue</b>	<b>Statutory Auditor</b>
<b>Skyline Financial Services Private Limited</b> Address: D-153 A, Ist Floor , Okhla Industrial Area, Phase - I New Delhi-110 020. Telephone:011-40450193-197 Fax No.: 011-26812683 Email: ipo@skylinerta.com Investor Grievance Email: grievances@skylinerta.com Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a> Contact Person: Mr. Anuj Rana SEBI Registration Number: INR000003241 CIN: U74899DL1995PTC071324	<b>Maheshwari &amp; Co.</b> <b>Chartered Accountants</b> Address: 612-613, 6 <sup>th</sup> Floor, Crops Aarcade K-12, Malviya Marg,C-Scheme, Jaipur Tel No.: 0141-2362370 Email: <a href="mailto:mittlrakesh_ca@yahoo.com">mittlrakesh_ca@yahoo.com</a> Firm Registration No.: 105834W Contact Person: Rakesh Mittal Peer Review Certificate No.: 014967
<b>Bankers to the Company</b>	<b>Syndicate Member*</b>
<b>ICICI Bank Limited</b> Address: Jaipur Laxmi Mandir Branch, Shop no. 6,7,11 & 12 SDC Grand Walk Laxmi Mandir, Tiraha, Tonk Road, Jaipur Telephone No.: +91-7541844759 Email Id: <a href="mailto:neelam.kumari@icicibank.com">neelam.kumari@icicibank.com</a> Website: <a href="http://www.icicibank.com">www.icicibank.com</a> Contact Person: Neelam Kumari	[●]

## Bankers to the Issue/Refund Banker/ Sponsor Bank\*

[●]

*\*The Bankers to the Issue, Refund Bank, Sponsor Bank and Syndicate Member shall be appointed prior to filing of Red herring Prospectus.*

### Designated Intermediaries:

#### Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their 33 designated branches.

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

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

#### Syndicate SCSB Branches

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, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and 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, as amended.

#### Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (<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 Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

#### Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Bid-cum-Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

#### Brokers to the Issue

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

### **Expert Opinion**

our Company has not obtained any expert opinions, except the report of the Auditor on statement of special tax benefits and report on restated financial statements prepared for the 3 months ended on June 30, 2024 and financial year ended March 31, 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus.

### **Inter-se Allocation of Responsibilities**

Seren Capital Private Limited being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

### **Appraisal and Monitoring Agency**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

### **Green Shoe Option**

No Green Shoe Option is applicable for this Issue.

### **Credit Rating**

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

### **IPO Grading**

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

### **Trustees**

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

### **Debenture Trustees**

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

### **Filing of Issue Documents with the Designated Stock Exchange/SEBI/ROC**

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.

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

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

### **Book Building Process**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and all Edition of Regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are:-

- Our Company
- The Book Running Lead Manager in this case being **Seren Capital Private Limited**,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;

The Registrar to the Issue, in this case being the **Skyline Financial Services Private Limited**;

- The Escrow Collection Banks/ Bankers to the Issue and;
- The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out 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 Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, 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 to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, 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.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, 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 Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “**Issue Procedure**” beginning on page 230 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled **“Issue Procedure”** on page 230 of this Draft Red Herring Prospectus.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled **“Issue Procedure”** on page 230 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

#### Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date <sup>(1)</sup>	[●]
Bid/Issue Closing Date <sup>(2)</sup>	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

<sup>(1)</sup> Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI (ICDR) Regulations.

*(2) Our Company in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidder on Bid/Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not 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 Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

### **Withdrawal of the Issue**

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

If our Company withdraws the Issue anytime after the Bid/ Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ 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 withdraws 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 Draft Red Herring 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 Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

### **Underwriting**

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter [●].

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[●]	[●]	[●]	[●]

*\*Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [●] in its own account 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.

#### **Change in Auditors during the last three (3) years**

There have been no change in our Company's auditors in the last three (3) years.

#### **Details of the Market Making arrangement for this Issue**

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:

<b>Name</b>	[●]
<b>Correspondence Address</b>	[●]
<b>Tel No.</b>	[●]
<b>E-mail</b>	[●]
<b>Website</b>	[●]
<b>Contact Person</b>	[●]
<b>SEBI Registration No.</b>	[●]
<b>Market Maker Registration No.</b>	[●]

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfill the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

[●] registered with NSE will act as the Market Maker and has agreed to receive or deliver of 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 a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE and SEBI in this matter from time to time.

#### **Following is a summary of the key details pertaining to the Market making arrangement:**

- 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 offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE EMERGE and SEBI from time to time.



- 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 sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of NSE (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the SME platform of NSE from time to time).
- 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. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size 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 reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- 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.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 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.
- 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.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 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 for deciding controllable and non-controllable reasons would be final.
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

- **Risk containment measures and monitoring for Market Makers:** NSE EMERGE will have all margins, which are applicable on NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** 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 (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

- **Price Band and Spreads:** The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
  - i. 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.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

The following spread will be applicable on the SME platform:

S. No.	Market Price Slab (in Rs.) Proposed Spread (in % to sale price)	Market Price Slab (in Rs.) Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers 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 to ₹50 Crore	20%	19%
₹50 to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/ NSE from time to time.

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 as at 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 Issue Price
A	<b>Authorized Share Capital</b> 60,00,000 Equity Shares having Face Value of ₹10/- each	600.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 42,00,000 Equity Shares having Face Value of ₹10/- each	420.00	-
C	<b>Present Issue in terms of this Draft Red Herring Prospectus*</b> Upto 15,12,000 Equity Shares having Face Value of ₹ 10/-each at a price of ₹ [●] per share	151.20	[●]
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> Upto [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share reserved as Market Maker Portion	[●]	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share to the Public	[●]	[●]
	<i>Of which:</i>		
	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds.	[●]	
F	<b>Issued, Subscribed and Paid-up Equity Share Capital after the Issue</b> [●] Equity Shares of face value of ₹10/- each		[●]
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Red Herring Prospectus)		Nil
	After the Issue		[●]

\*The Present Issue of upto 15,12,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 17, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on September 21, 2024.

### Classes of Shares:

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

#### 1. Changes in Authorized Share Capital of our Company:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	10,000	10/-	1.00	On Incorporation	N.A.
2.	Increase in the authorized share capital	2,50,000	10/-	25.00	March 25,2014	EGM

	of the Company from ₹1.00 Lakh to ₹25.00 Lakh.					
3.	Increase in the authorized share capital of the Company from ₹25.00 Lakh to ₹6.00 Crore.	60,00,000	10/-	600.00	March 07, 2024	EGM

## 2. Equity Share Capital History of our Company:

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)*	Cumulative Paid up Capital (₹)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	10,000	-	1,00,000
March 31, 2014	1,30,000	10/-	80/-	Cash	Further Issue <sup>(ii)</sup>	1,40,000	91,00,000	14,00,000
March 07, 2024	21,00,000	10/-	NA	NA	Bonus Issue <sup>(iii)</sup>	22,40,000	-	2,24,00,000
June 03, 2024	19,60,000	10/-	NA	NA	Bonus Issue <sup>(iv)</sup>	42,00,000	-	4,20,00,000

All the above-mentioned shares are fully paid up since the date of allotment.

(i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of ₹ 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Manoj Kumar Gupta	5,000
2.	Ritesh Rastogi	5,000
	<b>Total</b>	<b>10,000</b>

(ii) Allotment of 1,30,000 Equity Shares of Face Value of ₹ 10/- each on Further Issue of Shares as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Manoj Kumar Gupta	65,000
2.	Ritesh Rastogi	65,000
	<b>Total</b>	<b>1,30,000</b>

(iii) Bonus issue of 21,00,000 Equity Shares of Face Value of ₹ 10/-each in the ratio of 15:1 i.e Fifteen (15) Bonus Equity Share for every One (1) Equity Shares held by shareholders:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Manoj Kumar Gupta	20,99,670
2.	Nagendra Bala	150
3.	Poonam Rastogi	150
4.	Pankaj Sharma	30
	<b>Total</b>	<b>21,00,000</b>

(iv) Bonus issue of 19,60,000 Equity Shares of Face Value of ₹ 10/-each in the ratio of 7:8 i.e Seven (7) Bonus Equity Share for every Eight (8) Equity Shares held by shareholders:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Manoj Kumar Gupta	19,59,680
2.	Nagendra Bala	140
3.	Poonam Rastogi	140
4.	Pankaj Sharma	28

5.	Mahaveer Prasad Gupta	2
6.	Arvind Sharma	2
7.	Jitendra Singh	2
8.	Munni Devi Gupta	2
9.	Sonam Srivastava	2
10.	Sriya Banerjee	2
	<b>Total</b>	<b>19,60,000</b>

- b) As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.
3. Except as mentioned in point number 4 below, the Company has not issued any Equity Share in the last two years preceding the date of the Draft Red Herring Prospectus.
4. Issue of Equity Shares for consideration other than cash:

Except as set out below, we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
March 07, 2024	21,00,000	10.00	Nil	Bonus Issue in the ratio of 15:1	Capitalization of Reserves & Surplus	Manoj Kumar Gupta	20,99,670
						Nagendra Bala	150
						Poonam Rastogi	150
						Pankaj Sharma	30
						<b>TOTAL</b>	<b>21,00,000</b>
June 03,2024	19,60,000	10.00	Nil	Bonus Issue in the ratio of 7:8	Capitalization of Reserves & Surplus	Manoj Kumar Gupta	19,59,680
						Nagendra Bala	140
						Poonam Rastogi	140
						Pankaj Sharma	28
						Mahaveer Prasad Gupta	2
						Arvind Sharma	2
						Jitendra Singh	2
						Munni Devi Gupta	2
						Sonam Srivastava	2
						Sriya Banerjee	2
						<b>TOTAL</b>	<b>19,60,000</b>

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for bonus issue made on March 07, 2024 & June 03,2024, our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Draft Red Herring Prospectus.
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **Shareholding Pattern of the Company**

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

**I - Our Shareholding Pattern:-**

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoters & Promoter Group	4	41,99,624	-	-	41,99,624	99.99	41,99,624	-	41,99,624	99.99	-	99.99	-	-	41,99,624		
(B)	Public	6	376	-	-	376	0.01	376	-	376	0.01	-	0.01	-	-	376		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>10</b>	<b>42,00,000</b>	<b>-</b>	<b>-</b>	<b>42,00,000</b>	<b>100.00</b>	<b>42,00,000</b>	<b>-</b>	<b>42,00,000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>42,00,000</b>		

The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Notes:**

- As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of ₹ 10/- each.
- We have entered into tripartite agreement dated October 17, 2024 and November 06, 2024 with CDSL & NSDL respectively.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of the NSE before commencement of trading of such Equity Shares.

**10. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-**

a) As on the date of filing of this Draft Red Herring Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Manoj Kumar Gupta	41,99,316	99.98
	<b>Total</b>	<b>41,99,316</b>	<b>99.98</b>

b) Ten days prior to the date of filing of this Draft Red Herring Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Manoj Kumar Gupta	41,99,316	99.98
	<b>Total</b>	<b>41,99,316</b>	<b>99.98</b>

c) One Year prior to the date of filing of this Draft Red Herring Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Manoj Kumar Gupta	1,39,978	99.98
	<b>Total</b>	<b>1,39,978</b>	<b>99.98</b>

\*Details of shares held on 19<sup>th</sup> November, 2023 and percentage held has been calculated based on the paid up capital of our Company as on 19<sup>th</sup> November, 2023.

d) Two Years prior to the date of filing of this Draft Red Herring Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 1000 each)	% Pre-Issue paid up Share Capital
1.	Manoj Kumar Gupta	1,39,978	99.98
	<b>Total</b>	<b>1,39,978</b>	<b>99.98</b>

\*Details of shares held on 19<sup>th</sup> November, 2022 and percentage held has been calculated based on the paid up capital of our Company as on 19<sup>th</sup> November, 2022.

11. Our Company has not made any Initial Public Issue of specified securities in the preceding two years.

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split/ consolidation of the denomination of Equity Shares. 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 listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

### 13. Capital Build-up in respect of Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, Our Promoters, Mr. Manoj Kumar Gupta and Mrs. Nagendra Bala collectively hold 41,99,616 Equity Shares of our Company. None of the Equity Shares held by our Promoters is subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>Mr. Manoj Kumar Gupta</b>							
February 09, 2010	5,000	10	10	Cash	Subscription of MOA	0.12	[●]
December 24, 2010	(10)	10	10	Cash	Disposal of shares by way of Transfer <sup>(a)</sup>	Negligible	[●]
March 18, 2011	(20)	10	10	Cash	Disposal of shares by way of Transfer <sup>(b)</sup>	Negligible	[●]
March 31, 2014	65,000	10	80	Cash	Further Issue	1.55	[●]
October 14, 2016	(30)	10	(10)	Cash	Disposal of shares by way of Transfer <sup>(c)</sup>	Negligible	[●]
October 01, 2017	30	10	10	Cash	Acquisition by way of Transfer of Shares <sup>(d)</sup>	Negligible	[●]
May 27, 2020	69,970	10	106.39	Cash	Acquisition by way of Transfer of Shares <sup>(e)</sup>	1.67	[●]
March 31, 2021	38	10	10	Cash	Acquisition by way of Transfer of Shares <sup>(f)</sup>	Negligible	[●]
March 07, 2024	20,99,670	10	NA	NA	Bonus Issue in the Ratio of 15:1	49.99	[●]
March 20, 2024	(12)	10	231	Cash	Disposal of shares by way of Transfer <sup>(g)</sup>	Negligible	[●]
June 03, 2024	19,59,680	10	NA	NA	Bonus Issue in ratio of 7:8	46.66	[●]
<b>Total (A)</b>	<b>41,99,316</b>					<b>99.98</b>	<b>[●]</b>



<b>Mrs. Nagendra Bala</b>							
October 01, 2013	10	10	10	Cash	Acquisition by way of Transfer of Shares <sup>(b)</sup>	Negligible	[●]
October 14, 2016	10	10	10	Cash	Acquisition by way of Transfer of Shares <sup>(i)</sup>	Negligible	[●]
October 01, 2017	(10)	10	10	Cash	Disposal of shares by way of Transfer <sup>(i)</sup>	Negligible	[●]
March 07, 2024	150	10	NA	NA	Bonus Issue in the ratio of 15:1	0.00	[●]
June 03, 2024	140	10	NA	NA	Bonus Issue in the ratio of 7:8	0.00	[●]
<b>Total (B)</b>	<b>300</b>					<b>0.01</b>	<b>[●]</b>
<b>Grand Total</b>	<b>41,99,616</b>					99.99	[●]

Note: None of the Shares has been pledged by our Promoters.

(a) Details of Disposal of Shares by Manoj Kumar Gupta by way of Transfer of 30 equity shares.

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	December 24, 2010	Amit Badera	10

(b) Details of Disposal of Shares by Manoj Kumar Gupta by way of Transfer of 20 equity shares.

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	March 18, 2011	Amit Kumar Goyal	10
2.	March 18, 2011	Radha Badera	10
		<b>Total</b>	<b>20</b>

(c) Details of Disposal of Shares by Manoj Kumar Gupta by way of Transfer of 30 equity shares.

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	October 14, 2016	Giriraj Prasad Agarwal	10
2.	October 14, 2016	Mahaveer Prasad Gupta	10
3.	October 14, 2016	Nagendra Bala	10
		<b>Total</b>	<b>30</b>

(d) Details of Acquisition by Manoj Kumar Gupta by way of Transfer of 30 equity shares.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	October 01, 2017	Nagendra Bala	10
2.	October 01, 2017	Poonam Rastogi	10
3.	October 01, 2017	Amit Badera	10
		<b>Total</b>	<b>30</b>

(e) Details of Acquisition by Manoj Kumar Gupta by way of Transfer of 69,970 equity shares.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	May 27, 2020	Ritesh Rastogi	69,970

		<b>Total</b>	<b>69,970</b>
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(f) *Details of Acquisition by Manoj Kumar Gupta by way of Transfer of 38 equity shares.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	March 31, 2021	Giriraj Prasad Gupta	10
2.	March 31, 2021	Mahaveer Prasad Gupta	2
3.	March 31, 2021	Rekha Agarwal	10
4.	March 31, 2021	Nidhi Biyani	3
5.	March 31, 2021	Nidhi Financial Services	3
6.	March 31, 2021	Suresh Kumar Agarwal	10
		<b>Total</b>	<b>38</b>

(g) *Details of Disposal of Shares by Manoj Kumar Gupta by way of Transfer of 12 equity shares.*

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	March 20, 2024	Mahaveer Prasad Gupta	2
2.	March 20, 2024	Arvind Sharma	2
3.	March 20, 2024	Jitendra Singh	2
4.	March 20, 2024	Munni Devi Gupta	2
5.	March 20, 2024	Sonam Srivastava	2
6.	March 20, 2024	Sriya Banerjee	2
		<b>Total</b>	<b>12</b>

(h) *Details of Acquisition by Nagendra Bala by way of Transfer of 10 equity shares.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	October 01, 2013	Radha Badera	10
		<b>Total</b>	<b>10</b>

(i) *Details of Acquisition by Nagendra Bala by way of Transfer of 10 equity shares.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	October 14, 2016	Manoj Kumar Gupta	10
		<b>Total</b>	<b>10</b>

(j) *Details of Disposal of Shares by Nagendra Bala by way of Transfer of 10 equity shares.*

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	October 1, 2017	Manoj Kumar Gupta	10
		<b>Total</b>	<b>10</b>

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Manoj Kumar Gupta	41,99,316	3.02
2.	Nagendra Bala	300	0.33

15. **Shareholding of Promoters & Promoter Group**

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoters and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters (A)</b>				
1.	Manoj Kumar Gupta	41,99,316	99.98	41,99,316	[●]
2.	Nagendra Bala	300	0.01	300	[●]
	<b>Sub Total (A)</b>	<b>41,99,616</b>	<b>99.99</b>	<b>41,99,616</b>	<b>[●]</b>
	<b>Promoter Group (B)</b>				
3.	Mahaveer Prasad Gupta	4	Negligible	4	[●]
4.	Munni Devi Gupta	4	Negligible	4	[●]
	<b>Sub Total (B)</b>	<b>8</b>	<b>Negligible</b>	<b>8</b>	<b>[●]</b>
	<b>Total (A) + (B)</b>	<b>41,99,624</b>	<b>99.99</b>	<b>41,99,624</b>	<b>[●]</b>

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Date of Allotment/ Transfer	Name of Shareholder	No. of Equity Share	% of Pre issue Capital	Allotment/ Acquire/ Transfer	Category of Allottees (Promoters/ Promoter Group/ Director)
March 20,2024	Manoj Kumar Gupta	(12)	Negligible	Disposal by way of Transfer	Promoter & Director
March 20,2024	Mahaveer Prasad Gupta	2	Negligible	Acquisition by way of Transfer	Promoter Group
March 20,2024	Munni Devi Gupta	2	Negligible	Acquisition by way of Transfer	Promoter Group
June 03, 2024	Manoj Kumar Gupta	19,59,680	46.66	Allotment of Bonus Shares	Promoter & Director
	Nagendra Bala	140	0.00		Promoter & Director
	Mahaveer Prasad Gupta	2	Negligible		Promoter Group
	Munni Devi Gupta	2	Negligible		Promoter Group

17. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

#### 18. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post Issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters 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 41,99,616 Equity Shares constituting [●] % of the Post-Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoter, Manoj Kumar Gupta have given written consent to include 11,50,000 Equity Shares held by him and subscribed by him as part of Promoters Contribution constituting [●] % of the post Issue Equity Shares of our Company. Further, he has

agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
<b>Manoj Kumar Gupta</b>						
June 03,2024	11,50,000	10	NA	Bonus Issue	[●]	3 years
<b>Total</b>	11,50,000				[●]	

The minimum Promoter’s contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as “**Promoter**” under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

The entire pre-issue shareholding of the Promoters and Promoter Group, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

**Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018**

Reg. No.	Promoters’ Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter’s Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being Issued to public in the initial public Issue	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237(1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the Issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

## **Details of Promoters' Contribution Locked-in for One Year**

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 30,50,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

### **Other requirements in respect of lock-in:**

- In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
  - In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
  - Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the Promoter Group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
19. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
  20. As on the date of this Draft Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire Issue price in respect of the Issue is payable on application, all the successful applicants will be allotted fully paid-up Equity Shares.
  21. The BRLM i.e. Seren Capital 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.
  22. As on the date of this Draft Red Herring Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
  23. We have 10 (Ten) shareholders as on the date of filing of this Draft Red Herring Prospectus.
  24. 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 Issue
  25. Our Company has not raised any bridge loan against the proceeds of the Issue.

26. 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.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares Issued have been listed or application money unblocked on account of failure of Issue.
28. An over-subscription to the extent of 1% of the Issue, subject to the maximum post Issue paid up capital of Rs. 25 Cr., can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. 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.
31. There are no Equity Shares against which depository receipts have been issued.
32. Other than the Equity Shares, there is no other class of securities issued by our Company.
33. There are no safety net arrangements for this public Issue.
34. As per RBI regulations, OCBs are not allowed to participate in this Issue.
35. Our Promoters and Promoter Group will not participate in this Issue.
36. This Issue is being made through Book Building Process.
37. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
38. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-Issue paid-up Equity Shares Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
39. No person connected with the Issue shall Issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Red Herring Prospectus with the Registrar of companies and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

## OBJECTS OF ISSUE

The Issue includes a fresh Issue of up to 15,12,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the net issue to meet the following objects:

1. Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres
2. Branding and Marketing expenditure
3. General Corporate Purpose

(Collectively referred as the “**Objects**”)

In addition, we believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE EMERGE platform. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause of our Memorandum enables our Company to undertake its existing activities.

### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

S. No.	Particulars	Amount (₹ in Lakhs)
1.	Funding of capital expenditure towards setting up of new coaching centers and for security deposits of the new centres	764.98
2.	Branding and Marketing expenditure	250.00
3.	General Corporate Purpose	[●]
	Total	[●]

### Means of Finance

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

Particulars	Amount (₹ in Lakhs)
Net Issue Proceeds	[●]
Total	[●]

*The fund requirements for the Objects above are proposed to be entirely funded from the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. We intend to fund the entire cost from the Net Proceeds and internal accruals. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue.*

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company’s historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company’s management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “**Risk Factors**” beginning on page 26 of this Draft Red Herring Prospectus.

### **Details of Utilization of Net Proceeds**

The details of utilization of the Net Proceeds are set forth herein below:

#### **1. Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres**

Our Company proposes to utilize Rs 718.70 lakhs from the Net Proceeds to establish new Coaching Centers at 11 locations, with 6 locations already identified (“Identified Locations”). As of the date of this DRHP, the exact locations and letters of intent for the remaining 5 properties have not yet been finalized. We plan to establish the remaining five new coaching centers: one each in Ahmedabad, Raipur and Nagpur, along with two in Mumbai (“Unidentified locations”) however these locations are tentative and may be subject to change. We have signed letters of intent with the proposed lessors for these Identified Locations. The new Coaching Centers will operate on leased/rental premises. In addition, our Company intends to utilize Rs. 46.28 lakhs towards security deposits of the new centres.

Details of the Identified Locations and anticipated commencement dates for each are provided in the table below:

<b>Sr. No</b>	<b>Identified location*</b>	<b>Expected time for the commencement of operations</b>	<b>Area (sq. ft.)</b>
1.	Delhi	Before September 30 <sup>th</sup> , 2025	3000
2.	Kolkata, West Bengal		1750
3.	Gurugram, Haryana		1600
4.	Faridabad, Haryana		1500
5.	Lucknow, Uttar Pradesh		2250
6.	Jaipur, Rajasthan		2400

*\* The identified locations may be subject to change due to factors outside our Company's control, including the potential cancellation of Letters of Intent with property owners or disputes concerning commercially acceptable terms. In such scenario, Company will search for another premises within the same city, which fits its requirements.*

The following table sets forth the breakdown of the estimated costs for setting up a new Coaching Centre at our **six identified locations**:



Estimated cost details of coaching centers at six identified locations:

(Rs. In lakhs)

S. No	Particulars	Gurugram (area 1600 sq ft)	Kolkata (area 1750 sq ft)	Lucknow (area 2250 sq ft)	Delhi (area 3000 sq ft)	Faridabad (area 1500 sq ft)	Jaipur (area 2400 sq ft)
<b>A.</b>	<b>Civil Engineering and Construction</b>						
1.	Exterior Wall Correction Work	0.40	0.40	0.40	0.40	0.40	0.40
2.	Brick Work in 4.5" (According to 10 Ft. Ht)	1.20	1.20	1.80	2.40	1.20	1.80
3	Brick Work in 9 Inch (According to 4 Ft. Ht)	1.00	1.00	1.50	2.00	1.00	1.50
	3/4 THK Wall Plaster Work	1.30	1.30	1.95	2.61	1.30	1.95
4	(i) (Mix with Dr. Fixit Water Proofing)	0.50	0.50	0.50	0.00	0.50	0.50
	(ii) 5" ThikBijolia Stone Chowkhat in Rooms	0.40	0.40	0.60	0.80	0.40	0.60
5.	Toilet Renovation as Per Required	1.00	1.00	1.00	1.00	1.00	1.00
6.	False Ceiling Work in P.O. P	2.40	2.63	3.38	4.50	2.25	3.60
7.	Floor Tile (2Ft. x 2Ft. Verified Tile with Fitting) 50/- Approx.	2.88	3.15	4.05	5.40	2.70	4.32
8.	Labour work in Plumber	0.50	0.50	0.50	0.50	0.50	0.50
	<b>Sub Total (A)</b>	<b>11.58</b>	<b>12.08</b>	<b>15.68</b>	<b>19.61</b>	<b>11.25</b>	<b>15.67</b>
<b>B.</b>	<b>Electrical Work</b>						
9.	Electrical Piping work						
10.	Camera Wiring Work						
11.	Projector Wiring Work	3.50	3.50	4.50	5.50	3.50	4.50
12.	False Ceiling Light Work						
13.	Furniture Wiring Work						
14.	False Ceiling Lights, Fans, Switch Board and Intercom)						
	<b>Sub Total (B)</b>	<b>3.50</b>	<b>3.50</b>	<b>4.50</b>	<b>5.50</b>	<b>3.50</b>	<b>4.50</b>
<b>C.</b>	<b>Equipment's</b>						
15.	Camera Fixing with Twelve Modular DVR)	2.50	2.50	2.50	2.50	2.50	2.50
16.	Intercom Panasonic Brand						
17.	Smoke Detector as Per Required						
18.	Education solution VMR info vision for Class Rooms	7.00	7.00	10.50	14.00	7.00	10.50
19.	2.5 Ton Spilt A.c Unit in All Rooms and One 2 Ton Spilt A.C. Unit in Reception Area (Brand as per required) (Mitsubishi/Daikin)	3.50	3.50	4.90	6.30	3.50	4.90
	<b>Sub Total (C)</b>	<b>13.00</b>	<b>13.00</b>	<b>17.90</b>	<b>22.80</b>	<b>13.00</b>	<b>17.90</b>

<b>D.</b>	<b>Finishing Works</b>						
20.	Paint Work (Enamel up to 4Ft. Ht. above Distemper Finish)	1.75	1.75	2.63	3.50	1.75	2.63
21.	30MM Flush Door Finishing with Branded Mica Willfix in Stone Chowkhat (One Handel Set with Tower Bolt in Everyroom)	0.80	0.80	1.20	1.60	0.80	1.20
22.	A.C. Piping Work in 5 Core Papdiwal with 20mm Desing	0.75	0.75	1.13	1.50	0.75	1.13
	<b>Sub Total (D)</b>	<b>3.30</b>	<b>3.30</b>	<b>4.95</b>	<b>6.60</b>	<b>3.30</b>	<b>4.96</b>
<b>E.</b>	<b>Furniture</b>						
23.	UPVC 3 Door Slider Window	2.10	2.10	3.15	4.20	2.10	3.15
24.	Class room furniture 2 room set as per 50-60 students (customized furniture)	6.00	6.00	9.00	12.00	6.00	9.00
25.	Reception Area Furniture with 2 Chair						
	A. (4-Seater Sofa, with One Center Table for Waiting Area)	3.00	3.00	3.00	3.00	3.00	3.00
	B. (One Decorative Hanging Light/Profile Light)						
	<b>Sub Total (E)</b>	<b>11.10</b>	<b>11.10</b>	<b>15.15</b>	<b>19.20</b>	<b>11.10</b>	<b>15.15</b>
	<b>Cost excluding GST</b>	<b>42.48</b>	<b>42.98</b>	<b>58.18</b>	<b>73.71</b>	<b>42.15</b>	<b>58.67</b>
	<b>GST @ 18%</b>	<b>7.65</b>	<b>7.74</b>	<b>10.47</b>	<b>13.27</b>	<b>7.59</b>	<b>10.56</b>
	<b>TOTAL COST</b>	<b>50.13</b>	<b>50.72</b>	<b>68.65</b>	<b>86.98</b>	<b>49.74</b>	<b>69.23</b>
	<b>TOTAL COST OF ALL CENTRES</b>				<b>375.45</b>		

Estimates based on the quotation dated October 24, 2024 from Divine Buildearth Private Limited.

The estimate received from the aforementioned vendor is valid as on the date of this Draft Red Herring Prospectus. We have not entered into any definitive agreements with any vendor for the matters set out above. Accordingly, there can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendor from whom we have received such estimates. If there is any increase in the setup costs, the additional costs shall be paid by us from our internal accruals. In addition, our Company will utilize internal accruals to meet any other incidental expenses and contingences which may arise while setting up of new coaching centres at identified locations.

Our Company will not purchase any second-hand equipment as part of the above stated cost.

Depending upon business requirements, our Company may consider opening coaching centers at six identified locations prior to the receipt of issue proceeds. To meet the capital expenditure described in the table above, our Company may raise bridge financing facilities, including loans from banks or financial institutions. In such a case, the net proceeds will be utilized to repay these bridge financing facilities.

**Estimated Capital Expenditure for setting up of 6 identified locations:**

<b>Particulars</b>	<b>(Rs in Lakhs)</b> <b>Amount</b>
Estimated cost for establishing Coaching Centre at Faridabad of 1,500 sq. ft. area	49.74
Estimated cost for establishing Coaching Centre at Gurugram of 1,600 sq. ft. area	50.13
Estimated cost for establishing Coaching Centre at Kolkata of 1,750 sq. ft. area	50.72
Estimated cost for establishing Coaching Centre at Lucknow of 2,250 sq. ft. area	68.65
Estimated cost for establishing Coaching Centre at Jaipur of 2,400 sq. ft. area	69.23
Estimated cost for establishing Coaching Centre at Delhi of 3,000 sq. ft. area	86.98
<b>Total estimated cost for establishing Coaching Centers at 6 locations as per the above-mentioned areas</b>	<b>375.45</b>

The expenditure at the time of establishing a New Coaching Centre comprises of the following:

*a) Civil Engineering and Construction*

The cost for civil engineering and construction will include, *inter alia*, the cost of exterior wall correction, Brick work, ceiling, tiling and renovation. The cost estimates of civil engineering and construction are based on the quotation dated October 24, 2024 received from Divine Buldearth Private Limited.

*b) Electrical Work*

The cost of electrical work will include the cost of electrical equipment such as lights, switches etc. and the cost of fixing various electrical equipment's. The cost estimates of electrical work are based on the quotation dated October 24, 2024 received from Divine Buldearth Private Limited.

*c) Equipment*

Equipment for the new coaching centers would include cameras, intercom, air conditioners and security systems. The cost estimates of equipment are based on the quotation dated October 24, 2024 received from Divine Buldearth Private Limited.

*d) Finishing work*

Finishing work for the new coaching centers would include Paint work, Mica fixing, and AC piping work. The cost estimates of equipment are based on the quotation dated October 24, 2024 received from Divine Buldearth Private Limited.

*e) Furniture*

The cost of furniture will include furniture for classrooms and reception such as slider windows, chairs, 4-seater sofa, and profile lights. The cost estimates of furniture are based on the quotation dated October 24, 2024 received from Divine Buldearth Private Limited.

**Estimated Expenditure for establishing remaining 5 coaching centers at unidentified locations:**

As of the date of this DRHP, the exact locations and letters of intent for the remaining 5 properties have not yet been finalized. We plan to establish these five new coaching centers: one each in Ahmedabad, Raipur and Nagpur, along with two in Mumbai, however these locations are tentative and may be subject to change. The location will be decided by our Company after conducting a detailed analysis of the student demographics, lease rentals and other business and market considerations.

**Estimated Capital Expenditure for setting up of remaining 5 Coaching centres at unidentified locations:**

<b>Sr. No</b>	<b>Particulars</b>	<b>Rs. (In Lakhs) *</b>
---------------	--------------------	-------------------------

A.	Civil Engineering and Construction	15.68
B.	Electrical Work	4.50
C.	Equipment's	17.90
D.	Finishing Works	4.95
E.	Furniture	15.15
	<b>Total Cost excluding GST</b>	<b>58.18</b>
	<b>GST @ 18%</b>	<b>10.47</b>
	<b>Total Estimated Cost (for setting one centre)</b>	<b>68.65</b>
	<b>Total Estimated Cost (for setting five centres)</b>	<b>343.25</b>

\*The above capital expenditure is derived on the basis of quotation dated November 05, 2024 received from Divine Buildearth Private Limited based on an estimated area of 2,250 sq. ft. for each of the coaching center

The estimate received from the aforementioned vendor is valid as on the date of this Draft Red Herring Prospectus. We have not entered into any definitive agreements with any vendor for the matters set out above. Accordingly, there can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendor from whom we have received such estimates. If there is any increase in the setup costs, the additional costs shall be paid by us from our internal accruals. In addition, our Company will utilize internal accruals to meet any other incidental expenses and contingences which may arise while setting up of new coaching centres at identified locations.

Our Company will not purchase any second-hand equipment as part of the above stated cost.

#### Computation of security deposit amount

Our Company occupies the Centres' premises on a leasehold basis by entering into lease agreements with Landlords. In terms of such lease agreements our Company is required to furnish an interest free security deposit to the respective Landlords at the time of signing the lease arrangements, which is typically equivalent to the rental for 3 months. Our Company proposes to utilise an aggregate of ₹ 46.28 lakhs towards security deposits for the new Centres.

Based on the rental amount per month as mentioned in the letter of intent signed by us with the landlords of identified properties, namely, Faridabad, Gurugram, Kolkata, Lucknow, Jaipur and Delhi, we will be required to make an estimated payment of following amount as security deposit:

Particulars	Gurugram (area 1600 sq ft)	Kolkata (area 1750 sq ft)	Lucknow (area 2250 sq ft)	Delhi (area 3000 sq ft)	Faridabad (area 1500 sq ft)	Jaipur (area 2400 sq ft)
<b>Rent p.m.</b>	65,000	122,500	80,000	3,30,000	55,000	130,000
<b>Security Deposit</b>	3 months	3 months	3 months	3 months	3 months	3 months
<b>Security Deposit Amount (Rs. In lakhs)</b>	1.95	3.68	2.40	9.90	1.65	3.90
<b>Total Security Deposit for identified locations</b>	<b>23.48</b>					

The above estimate has been certified by R P Khandelwal & Associates, Chartered Accountants through their certificate dated November 18, 2024.

The security deposit for remaining 5 unidentified properties has been calculated as follows:

Particulars	Unidentified Coaching centers
Estimated area (sq. ft.) per centre	2250
Number of centres	5
Estimated rental amount p.m. per sq. ft.	Rs. 67.43/- per sq. ft.
Estimated rental amount p.m. (per coaching centre)	1,52,000
Security Deposit	3 months
<b>Total Estimated Security Deposit for 5 locations</b>	<b>22.80 lakhs</b>

The above estimate has been certified by R P Khandelwal & Associates, Chartered Accountants through their certificate dated November 18, 2024.

## Security Deposit for identified and unidentified properties

Security Deposit for identified properties (Rs. in lakhs)	23.48
Security Deposit for unidentified properties (Rs. in lakhs)	22.80
<b>Total</b>	<b>46.28</b>

### Government approvals

In relation to the proposed setup of coaching centres, we will require to apply and obtain certain approvals as provided in the table below.

Sr. No.	List of Major Approvals	Stage at which approvals are required
1.	Registration under the Shops and Establishment Act, as applicable under the respective state laws	Prior commencement of operations
2.	Fire NOC	Prior commencement of operations

Power and water - The requirements for the power will be met from the local state electricity board. The requirement for water will be met from external sources.

Our Directors, Key Managerial Personnel, Senior Management, Promoters, members of the Promoter Group and Group Companies, do not have any interest in the aforesaid Object or in the entities from whom we have obtained quotations.

## 2. Branding and Marketing Expenditure

As part of our plans to open 11 new coaching centers, effective advertising and branding will be crucial to establish a strong presence in the market. To support this expansion, our company intends to allocate Rs. 250 lakhs of the Net Proceeds from the IPO towards branding and marketing expenditure aimed at increasing the visibility and recognition of our brand. To achieve these objectives, we will be conducting marketing seminars for school faculties and students in the targeted cities where we propose to open the additional centers. In addition, we will be taking bulk messages marketing services to circulate awareness about our institutes to the targeted audience. Further, we will engage with prominent social media platforms to strengthen the brand equity of our services. As outlined in the **"Our Business – Marketing Strategy"** section, on page 108 of this DRHP, we have already implemented a variety of marketing strategies. Building on our past initiatives in conducting marketing seminars, message marketing, digital advertising and social media marketing, we plan to deploy the IPO proceeds to further enhance and scale these efforts.

We intend to utilize a part of our IPO proceeds on social media marketing in the following way:

S. No.	Particulars	Quotation details	Amt. (Rs. in lakhs) (including GST)
1.	Circulation of almost 1 crore marketing messages in various tranches as per business requirement	Quotation from Daksh Infosoft Pvt. Ltd. dtd. November 14, 2024 for 1,00,000 marketing messages @ 0.86/- per message plus 18% GST.	101.48
2.	Conducting marketing seminars for school faculties and students in the targeted cities	Refer note 1 below	129.80
3.	Advertisement on Google, Facebook, Instagram and Youtube	Refer note 2 below	18.72
	<b>Total</b>		<b>250.00</b>

Note 1 - The Management has estimated a standard charge of ₹1,250 per person for lunch/dinner, plus an 18% GST, to cover banquet services typically provided by the Hotel. The Company intends to host an event for approximately 800 attendees at each of the 11 proposed centers. This estimate is based on a proposal email dated November 14, 2024, received from Holiday Inn Jaipur, outlining the per-person cost of ₹1,250 plus GST. In case, the actual expenditure exceeds this estimate, the additional amount will be funded through internal accruals. Conversely, if the expenditure is lower than anticipated, the surplus will be allocated toward marketing messages or social media advertisements.

Note 2 - Google, Facebook, Instagram and Youtube do not provide any quotation, thus the same has not been furnished.

### 3. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹ [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of ₹ [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus/ Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

The total estimated Issue Expenses are ₹ [●] Lakhs, which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(₹ in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
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)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

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.

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*	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10% 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 to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

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 are 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	₹ 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	₹ 10 per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

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)	₹ 10 per valid application (plus applicable taxes)
Sponsor Bank	₹ 6 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, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10% of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in- 1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

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

\* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

*The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, 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 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

#### **Proposed Schedule of Implementation:**

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(Rs. In lakhs)			
S. No.	Particulars	By September 30, 2025 (6 identified centres)	By September 30, 2026 (5 unidentified centres)
1.	Funding of capital expenditure towards setting up of new coaching centers and for security deposits of the new centres	398.93	366.05
2.	Branding and Marketing Expenditure	136.36	113.64
3.	General Corporate Purpose	[●]	-

#### **Appraisal**

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in the DRHP, Red Herring Prospectus and the Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial considerations. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail reviewing the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

#### **Shortfall of Funds**

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

#### **Bridge Financing Facilities**

As on the date of the Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider opening coaching centers at six identified locations prior to the receipt of issue proceeds. To meet the capital expenditure described in the table above, our Company may raise bridge financing facilities, including loans from banks or financial institutions. In such a case, the net proceeds will be utilized to repay these bridge financing facilities.

#### **Monitoring Utilization of Funds**

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



**Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

**Variation in Objects**

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

**Other confirmations**

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

## **BASIS FOR ISSUE PRICE**

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 26 and 99 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ [●] times of the face value.

### **QUALITATIVE FACTORS**

We believe the following business strengths allow us to successfully compete in the industry:

- a) Hybrid Coaching Model
- b) Integrated Digital framework
- c) Consistent growth in student enrollments
- d) Qualified faculty team
- e) Support to students through Scholarship

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 99 of this Draft Red Herring Prospectus.

### **QUANTITATIVE FACTORS**

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 140 of this Draft Red Herring Prospectus.

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

#### **1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10 each):**

As per the Restated Financial Statements:

Sr. No	F.Y.	Basis & Diluted (₹)	Weights
1	Financial Year ending March 31, 2024	8.12	3
2	Financial Year ending March 31, 2023	0.17	2
3	Financial Year ending March 31, 2022	0.31	1
	<b>Weighted Average</b>	<b>4.17</b>	<b>6</b>
4	Period ending on June 30, 2024	2.46	

#### **Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equities shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

#### **2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of Face Value of ₹ 10/- each fully paid up:**

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2024	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Industry P/E Ratio*	(P/E) Ratio
Highest	82.81
Lowest	38.06
<b>Industry Average</b>	<b>60.44</b>

\* To determine Industry P/E ratio, we have taken two peers which falls in the education industry for broad comparison purpose, however there is a distinction in the courses provided by our company and those of our peers.

**Note:**

- i) The P/E ratio of peers has been computed by dividing Market price as on November 08, 2024 with EPS for the F.Y. 2023-24.

**3. Return on Net worth (RoNW)**

Sr. No	Period	RONW	Weights
1	F.Y. ending March 31, 2024	79.94%	3
2	F.Y. ending March 31, 2023	8.41%	2
3	F.Y. ending March 31, 2022	16.73%	1
	<b>Weighted Average</b>	<b>45.56%</b>	<b>6</b>
4	3 months period ending June 30, 2024	19.50%	

**Note:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.  
ii. The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year  
iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

**4. Net Asset Value (NAV) per Equity Share:**

Sr. No	NAV Per Equity Share	(Amount in ₹)
1.	As at March 31, 2022	1.87
2.	As at March 31, 2023	2.04
3.	As at March 31, 2024	10.16
4.	As at June 30, 2024	12.62
5.	NAV per Equity Share after the Issue	[●]
6.	Issue Price	[●]

\*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.

**Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.  
ii. NAV per share=Restated Net worth at the end of the year divided by weighted average number of equities shares outstanding at the end of the year  
iii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.  
iv. Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

**5. Comparison of Accounting Ratios with Industry Peers**

(₹ In lakhs)

Name of Company	Current Market Price (₹)	Face Value	EPS(Basic /Diluted)	PE	RoNW (%)	Book Value (₹)	Total Revenue (₹ In lakhs)
Mittal Commerce Classes Private Limited	[●]	10.00	8.12	[●]	107.56%	10.16	1361.34
<b>Peer Group</b>							
Arihant Academy Limited	212.00	10.00	2.56	82.81	7.00%	13.21	3155.46
CL Educate Limited	110.00	10.00	2.89	38.06	6.00%	20.78	33240.97

Notes:

- (i) Source – All the financial information for listed industry peers mentioned above is sourced from the Financial Results of the aforesaid companies for the year ended March 31, 2024 and stock exchange data dated November 08, 2024 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the issue price of equity share. Further, P/E Ratio is based on the current market price of the respective scrips.
- (ii) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the F.Y. 2023-24.
- (iii) NAV per share is computed as the closing net worth divided by the weighted average number of paid-up equity shares as on March 31, 2024.
- (iv) RoNW has been computed as net profit after tax divided by closing net worth.
- (v) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- (vi) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.

## 6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 08, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which helps our Company in analysing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price which have been disclosed below. Our Company in consultation with the BRLM may make disclosure of any other relevant and material KPIs of the business of the Company as deems appropriate that have a bearing for arriving at the basis for issue price. 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 Draft Red Herring Prospectus. Further, the KPIs herein have been certified by Maheshwari & Co., Chartered Accountants, by their certificate dated November 08, 2024.

The KPIs of our Company have been disclosed in the sections titled **“Our Business”** and **“Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators”** on pages 100 and 187, respectively. We have described and defined the KPIs as applicable in **“Definitions and Abbreviations”** on page 15 of the DRHP.

Our Company in consultation with the BRLM may make disclosure of any other relevant and material KPIs of the business of the Company as deems appropriate that have a bearing for arriving at the basis for issue price.

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, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

## Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	30.06.2024	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	442.31	1360.81	750.44	203.49
EBITDA <sup>(2)</sup>	148.37	506.50	55.42	29.96
EBITDA Margin <sup>(3)</sup>	33.54%	37.22%	7.38%	14.72%
PAT <sup>(4)</sup>	103.34	341.12	7.20	13.12
PAT Margin <sup>(5)</sup>	23.36%	25.07%	0.96%	6.45%
RoE (%) <sup>(6)</sup>	21.60%	133.16%	8.78%	18.26%
RoCE (%) <sup>(7)</sup>	22.89%	94.88%	13.33%	12.97%

### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings and short-term borrowings.

### Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

Key Financial Performance	Mittal Commerce Classes Ltd				CL Educate Limited				Arihant Academy Ltd			
	30.06.2024	FY 2023-24	FY 2022-23	FY 2021-22	30.06.2024	FY 2023-24	FY 2022-23	FY 2021-22	30.06.2024	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	442.31	1360.81	750.44	203.49	9398.58	31855.39	29131.39	20917.05	1083.43	3032.35	2311.81	1520.67
EBITDA <sup>(2)</sup>	148.37	506.50	55.42	29.96	934.31	2396.99	2468.37	1979.21	111.7	191.94	207.24	314.91
EBITDA Margin (%) <sup>(3)</sup>	33.54%	37.22%	7.38%	14.72%	9.94	7.52	8.47	9.46	10.31	6.33	8.96	20.71
PAT <sup>(4)</sup>	103.34	341.12	7.20	13.12	418.02	1580.59	2253.39	1379.06	79.42	154.80	148.84	200.77
PAT Margin (%) <sup>(5)</sup>	23.36%	25.07%	0.96%	6.45%	4.45	4.96	7.74	6.59	7.33	5.1	6.44	13.2
RoE (%) <sup>(6)</sup>	21.60%	133.16%	8.78%	18.26%	N/A	5.69%	8.40%	5.45%	N/A	7.58%	12.11%	51.24%
RoCE (%) <sup>(7)</sup>	22.89%	94.88%	13.33%	12.97%	N/A	8.62%	7.44%	7.76%	N/A	8.54%	11.84%	41.72%

Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest - Other Income

<sup>(3)</sup> EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus Long term borrowings and Short term borrowings+ deferred tax liability (net).

## 8. Weighted average cost of acquisition

- 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 other than Equity Shares issued pursuant to a bonus issue on March 07, 2024 and June 03, 2024 during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue 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.

- b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares)

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions, is as below:

### Primary Transactions:

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of equity Shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
March 07, 2024	21,00,000	Nil	Bonus Issue in ratio of 15:1	Other than Cash	Nil
June 03, 2024	19,60,000	Nil	Bonus Issue in ratio of 7:8	Other than Cash	Nil

### Secondary Transactions:

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Prospectus:

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Nature of transaction	Total Consideration
March 20, 2024	Manoj Kumar Gupta	Mahaveer Prasad Gupta	2	231	Cash	Rs 462/-
March 20, 2024	Manoj Kumar Gupta	Arvind Sharma	2	231	Cash	Rs 462/-
March 20, 2024	Manoj Kumar Gupta	Jitendra Singh	2	231	Cash	Rs 462/-
March 20, 2024	Manoj Kumar Gupta	Munni Devi Gupta	2	231	Cash	Rs 462/-
March 20, 2024	Manoj Kumar Gupta	Sonam Srivastava	2	231	Cash	Rs 462/-
March 20, 2024	Manoj Kumar Gupta	Sriya Banerjee	2	231	Cash	Rs 462/-

Weighted average cost of acquisition & Issue price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price* (i.e. ₹ [●])	Issue price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NA <sup>^</sup>	NA <sup>^</sup>	NA <sup>^</sup>
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA <sup>^^</sup>	NA <sup>^^</sup>	NA <sup>^^</sup>
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	0.00	[●] times	[●] times

Note:

<sup>^</sup>There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Draft Red Herring Prospectus.

<sup>^^</sup>There were no secondary sale/ acquisitions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Draft Red Herring Prospectus.

\* To be updated at Prospectus stage.

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Jaipur edition of [●], a regional newspaper each with wide circulation where the registered office of the company is situated.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above-mentioned information along with “**Our Business**”, “**Risk Factors**” and “**Restated Financial Statements**” on pages 99, 26 and 140 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “**Risk Factors**” or any other factors that may arise in the future and you may lose all or part of your investments.



## STATEMENT OF SPECIAL TAX BENEFITS

To,

**The Board of Directors  
Mittal Commerce Classes Limited**

Plot No. 12 Rishi Colony,  
Tonk Road, Jaipur,  
Rajasthan, India, 302015

Dear Sir,

**Sub: Statement of Tax Benefits ('The Statement') available to Mittal Commerce Classes Limited ('The Company') and its shareholders under the Direct and Indirect Tax Laws in India.**

We hereby report that the enclosed annexure prepared by the management of **Mittal Commerce Classes Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do 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:

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

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/ Prospectus or any other issue 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.

**For Maheshwari & Company**  
**Chartered Accountants**  
**FRN No. 105834W**

**Sd/-**

**Rakesh Mittal**  
**Partner**  
**M. No. 403017**  
**Place : Jaipur**  
**Date : 8<sup>th</sup> November 2024**  
**UDIN: 24403017BKATJK2438**

## **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

Notes:

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## **SECTION V – ABOUT THE COMPANY**

### **INDUSTRY OVERVIEW**

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

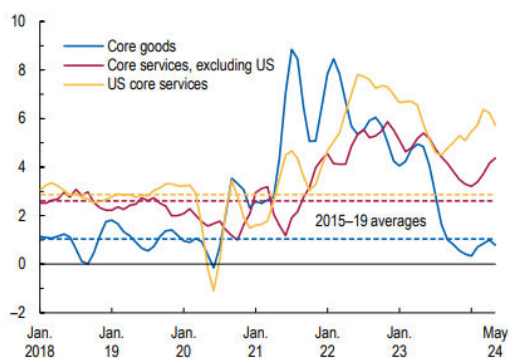
### **GLOBAL ECONOMY**

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity becomes better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher-for-even-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year's rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies' currencies against the dollar.

**Figure 1. Sequential Core Inflation**  
(Percent; three-month-over-three-month, annualized)



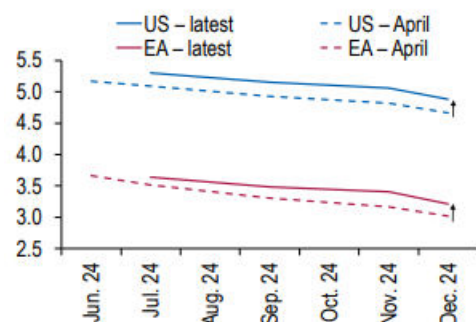
Sources: Haver Analytics; and IMF staff calculations.  
Note: The two aggregates are the purchasing-power-parity-weighted averages. Sample includes 11 advanced economies and 9 emerging market and developing economies that account for approximately 65 percent of 2021 world output at purchasing-power-parity weights.

## Global Financial stability Update

**Persistently elevated uncertainty around the inflation outlook has led central banks in major advanced economies to become somewhat more cautious about the pace of policy easing, compared with their positions at the end of the first quarter.**

Consequently, markets’ expectations of the number of policy rate cuts to be delivered in 2024 have been revised downward (Figure 1.1).<sup>1</sup> Longer-term yields have generally moved in tandem with repricing of policy paths. In the US, however, medium- to longterm yields have remained unchanged, on net, since April. Over this period, these yields have seen transitory bouts of upward pressure exerted via moves in real rates, a consequence of, in part, fluctuations in demand for Treasuries, given structural shifts in the Treasuries market’s investor base (see the April 2024 Global Financial Stability Report). That said, uncertainty around the path of long-term US real rates—measured by the level of the real risk premium<sup>2</sup>—remains elevated compared with the historical average. Developments in interest rates have also led to gyrations of the exchange rate for the US dollar against major advanced economy currencies since April. The Japanese yen has seen sustained depreciation pressures against the dollar over this period, characterized by excessive moves in the currency and subsequent market interventions by the authorities.

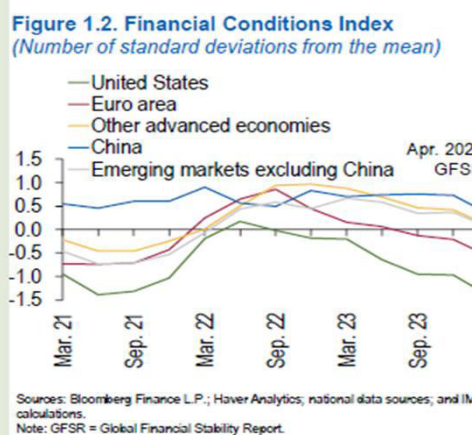
**Figure 1.1. Market-Implied Policy Rates**  
(Percent)



Sources: Bloomberg L.P.; and IMF staff calculations.  
Note: “April” refers to April 1, 2024. The European Central Bank announced a policy rate cut on June 5, 2024. EA = euro area.

**Emerging market economies have been resilient overall, although the performance of emerging market currencies has varied some.**

Broadly speaking, emerging market currencies have been subject to depreciation pressures. Furthermore, emerging markets have experienced net capital outflows<sup>4</sup> since April, while showing some sensitivity to changes in expectations for the US policy path. Even as international sovereign bond issuance has slowed, a few frontier markets have been refinancing redemptions due in the next quarter despite elevated financing costs to mitigate the much-anticipated



refinancing risk.

### **Risk assets have appreciated from elevated levels of the first quarter, driven in part by resilient corporates.**

Solid corporate profits have driven valuations in US and euro area equities higher, as companies in most sectors have posted upside earnings surprises. Equity valuations in major emerging markets have been mixed, while corporate spreads continue to remain tight across most regions.

**Overall, buoyant corporate valuations have kept financial conditions accommodative** (Figure 1.2). However, a slower pace of policy easing in the US and other advanced economies, amid continued uncertainty around the global economic outlook, could exacerbate financial market volatility and challenge these valuations. In addition, emerging market currencies may come under further pressure with narrowing of interest rate differentials against the US.

*This was prepared by the Monetary and Capital Markets Department's Global Markets Analysis division. It provides an update on market developments since the April 2024 Global Financial Stability Report.*

*1 A cut is assumed to be of the magnitude of 25 basis points.*

*2 The real risk premium component of real rates reflects the compensation investors require for bearing uncertainty around the future path of interest rates and economic outlook (see the October 2023 Global Financial Stability Report for more details; see also Tobias Adrian, Vitor Gaspar, and Pierre-Olivier Gourinchas, "The Fiscal and Financial Risks of a High-Debt, Slow-Growth World," IMF Blog, March 28, 2024).*

*3 Currencies of some emerging markets with relatively more robust economic outlooks, or of those exporting commodities like copper that are used in hardware enabling artificial intelligence technology, have been able to offset depreciation pressures.*

*4 A narrow definition of capital flows is used here, restricted to portfolio flows only, owing to lags in official data availability.*

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024>)

## **INDIAN ECONOMY**

India's economy outpaced other economies during the first half of FY24, propelled by robust demand and increased investment. As of June 2024, the annual retail price inflation in India eased to 5.08%, an increase from the previous month, staying within the tolerance band set by the Reserve Bank of India (RBI).

India's services exports demonstrated robust performance during April-July period of FY25 with an estimated value of services export amounting to US\$ 117.35 billion, registering ~9.88% growth compared to the same period of previous fiscal year. This growth is predominantly fuelled by the software and business services sector.

As we move ahead in 2024, the global economic landscape is anticipated to introduce further complexities, necessitating sustained vigilance to uphold India's external resilience. It is important for India to address medium-term challenges, including securing technology and resources for energy transition and skill development for the 21st-century economy. Concurrently, maintaining fiscal consolidation at the general government level is crucial.

The Indian economy shows promising signs with the RBI forecasting a 7.2% real GDP growth for FY25, supported by the prospects of robust rabi harvesting, manufacturing profitability, and resilient services. With efforts to enhance export competitiveness and stable inflation rates, the outlook for India's economic growth remains favourable.

In the fiscal year 2024-25 (Interim Budget Estimate), there has been a 11.1% increase in the allocation for capital expenditure, rising from Rs. 10 lakh crore (US\$ 120.6 billion) in the previous year (2023-24) to Rs. 11.11 lakh crore (US\$ 134 billion). The strong growth of the Indian economy in the first half of FY24 has surpassed that of major economies, contributing to the reinforcement of macroeconomic stability.

The real GDP growth rate is estimated to be 8.2% in FY24 compared to the growth rate of 7.0% in FY23, while the real GDP in fourth quarter of 2023-24 is estimated to grow by 7.8%, indicating the sustenance of growth momentum in the financial year. These estimates reaffirm the ability of the Indian economy to grow on the robustness of its domestic demand even when a rise in global uncertainties slows global output.

The nation has shifted to a modern economy, demonstrating increased global integration, and exporting a fifth of its output, a significant rise from one-sixteenth at independence. The demographic transition, marked by a lower infant mortality rate and a consistent growth in literacy rates, further enhances India's advantageous position. With improved income distribution, heightened employment rates, and globally competitive social amenity provisions, there is potential for India's per capita GDP to expand in the next 25 years, mirroring the growth seen in the preceding 75 years.

Recently, in 2023-24, the following key indicators highlighted improved performances:

- Merchandise exports during FY25 (April-July 2024) stood at US\$ 261.47 billion.
- The total foreign direct investment (FDI) equity inflow received by India in FY24 (April to March 2024) amounted to US\$ 44.42 billion.
- The combined index of eight core industries stood at 163.6 for FY25 (April-June) against 154.8 for FY24(April-June).

(Source: [Economic Development Monthly Report: Analysis of Indian Economy | IBEF](#))

### **Market Size**

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 0.7% of GDP in the FY24. The CAD stood at US\$ 23.2 billion for the year 2023-24 compared to US\$ 67.0 billion or 2% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

### **Recent Developments**

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy.

- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January-(up to 15<sup>th</sup> July) 2024.

### **Government Initiatives**

Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy.

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.

### **Road Ahead**

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With



a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

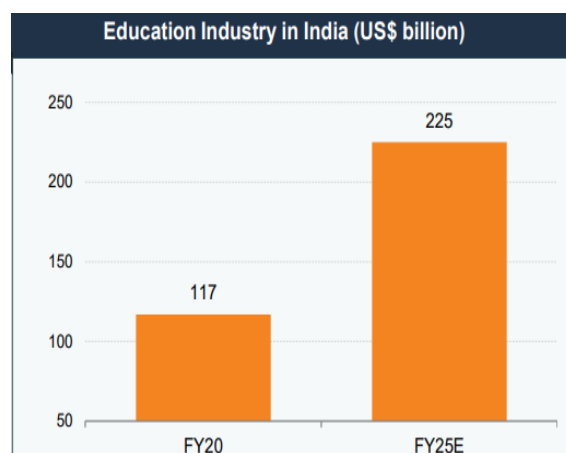
## EDUCATION INDUSTRY

India has the largest population in the world in the age bracket of 5-24 years with 580 million people, presenting a huge opportunity in the education sector. India holds an important place in the global education industry. India has one of the largest networks of higher education institutions in the world. However, there is still a lot of potential for further development and improvement in the education system.

With increasing awareness, private Indian players are collaborating with international brands to provide an international standard of education. Private investments in the Indian education sector have increased substantially over the past two decades. The demand for specialised degrees is also picking up with more and more students opting for specific industry-focused qualifications. Higher education institutes in India are focusing on creating online programmes due to the increasing demand from consumers.

With cutting-edge technologies such as AI, ML, IoT and blockchain, India's education sector will redefine itself in the years to come. It has also embraced the Education 4.0 revolution, which promotes inclusive learning and increased employability.

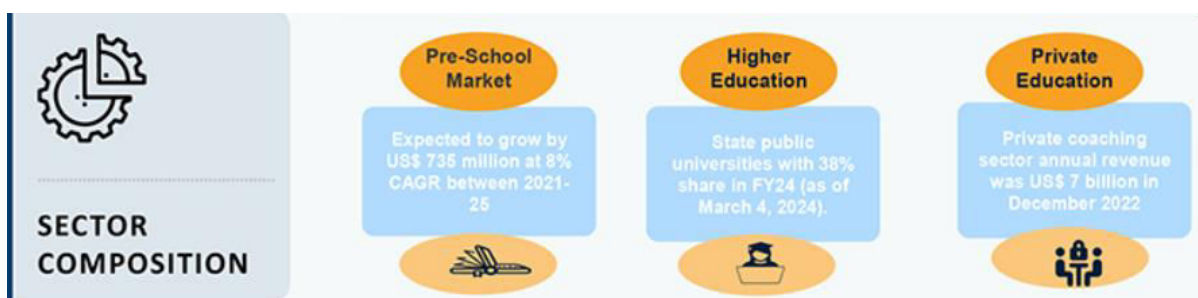
### Market Size



India occupies a significant position in the global education sector. One of the world's largest networks of institutions of higher learning is found in India. With ~26% of India's population in the age group of 0-14 years, India's education sector provides numerous opportunities for growth. The education sector in India was estimated to be worth US\$ 117 billion in FY20 and is expected to reach US\$ 225 billion by FY25. The Indian edtech market size is expected to reach US\$ 30 billion by 2031, from US\$ 700-800 million in 2021. The online education sector in India is growing rapidly, with growth of US\$ 2.28 billion expected during 2021-2025, at a CAGR of almost 20%. The online education industry is expected to reach US\$ 3.6 billion by 2027, expanding at a compound annual growth rate (CAGR) of ~22.26% during the 2022 – 2027 period.

The private coaching sector brought in revenue of Rs. 25,000 crore (US\$ 3.35 billion) in 2020, growing by 35% over the past 5 years. This shows that there lies a huge market for coaching and tutoring services that can be imparted through innovative means. The current market revenue of the coaching industry in India is Rs. 58,088 crore (US\$ 7 billion) (as of December 2022) and the industry's growth is projected to reach Rs. 1,33,995 crore (US\$ 16.16 billion) by 2028.

Higher education institutes in India are focusing on creating online programmes due to the increasing demand from consumers.



### Recent Developments

The education sector has seen a host of reforms and improved financial outlays in recent years that could possibly transform the country into a knowledge haven. With human resources increasingly gaining significance in the overall development of the country, the development of the country's education infrastructure is expected to remain the key focus in the current decade. In this scenario, infrastructure investment in the education sector is likely to see a considerable increase.

From April 2000-December 2023, Foreign Direct Investment (FDI) equity inflow in the education sector stood at US\$ 9.49 billion, according to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT).

The education and training sector in India has witnessed some major investments and developments in the recent past. Some of them are:

- ❖ The National Education Policy (NEP) 2020 has been a cornerstone in driving comprehensive reforms in higher education, with the overarching goal of increasing the gross enrolment ratio (GER) to 50% by 2035.
- ❖ India overtakes China as fourth most numbers of universities in Times Higher Education University Rankings 2024.
- ❖ Edtech startup ConveGenius has raised US\$7 million, led by UBS Optimus Foundation.
- ❖ Under the Interim Budget 2024-25, the Department of School Education & Literacy's budget allocation for FY 2024–2025 is Rs. 73,498 crores (US\$ 8.82 billion), the highest amount ever.
- ❖ In December 2023, UNICEF, and its global partnerships platform Generation Unlimited (also known as YuWaah in India) partnered with key organisations committed to working towards a green future for children and young people as a part of the Green Rising India Alliance.
- ❖ In September 2023, the government launched the Skill India Digital (SID) platform to make skill development more innovative, accessible, and personalised with a focus on digital technology and Industry 4.0 skills.
- ❖ In September 2023, a three-year partnership called "Education to Entrepreneurship: Empowering a Generation of Students, Educators, and Entrepreneurs" was launched by the Ministry of Education and the Ministry of Skill Development and Entrepreneurship, and Meta in New Delhi.
- ❖ In August 2023, Union Minister of Education Mr. Dharmendra Pradhan unveiled the National Curriculum Framework for School Education (NCF), which has been developed based on the National Education Policy (NEP), 2020 vision. As per that, in order to guarantee that students have adequate time and opportunity to perform successfully, board exams will be offered at least twice a year.
- ❖ In August 2023, Amazon India launched the third edition of Machine Learning (ML) Summer School. This program aims to provide students with the opportunity to learn key ML technologies from Scientists at Amazon.
- ❖ In July 2023, the Indian government announced a new free AI training course as part of its India 2.0 program. Developed in a collaborative effort between Skill India and GUVI, the program proudly holds accreditations from the National Council for Vocational Education and Training (NCVET) and IIT Madras.

## ***Strategies Adopted***

### **1. Providing online and supplemental solutions:**

- As the Indian education industry opens to new innovative ways of learning, Educomp decided to explore it by offering various online and supplemental solutions to help institutions leverage the most use out of technology.
- Dish TV added 32 educational channels of the Ministry of Education on its platform.
- WhizJuniors launched WhizGoogler for students, which will help them navigate the internet for various technologies.

### **2. Offering Scholarships:**

- In February 2022, Australia's Trade Minister Mr. Dan Tehan announced two scholarship and cultural exchange programs for 45 Indian students as part of the Maitri initiative. These scholarships will cover all the educational and living expenses of the students.
- In January 2022, the University of East Anglia (UEA), one of the UK's top 25 universities, announced a fully sponsored annual Sonny Mehta India scholarship worth US\$ 38,852 for promising Indian writers.

### **3. Joint Ventures:**

- In December 2023, UNICEF and its global partnerships platform Generation Unlimited (also known as YuWaah in India) partnered with key organisations committed to working towards a green future for children and young people as a part of the Green Rising India Alliance.
- In August 2022, Bharti AXA Life announced a partnership with Great Learning, a leading global edtech company, to curate and develop a Post Graduate Program in life insurance sales.
- Indian institutions are open to strategic alliances with Australian institutions as Australia is one of the preferred destinations for Indian students seeking quality education

### **4. Private schools adopting Franchisee Models:**

- Various operating models like a mix of franchise and owned schools are being used by private players to ensure their economic viability.
- Setting up an all new education institution is very difficult and expensive. Franchising provides opportunities to start a new business with less capital.

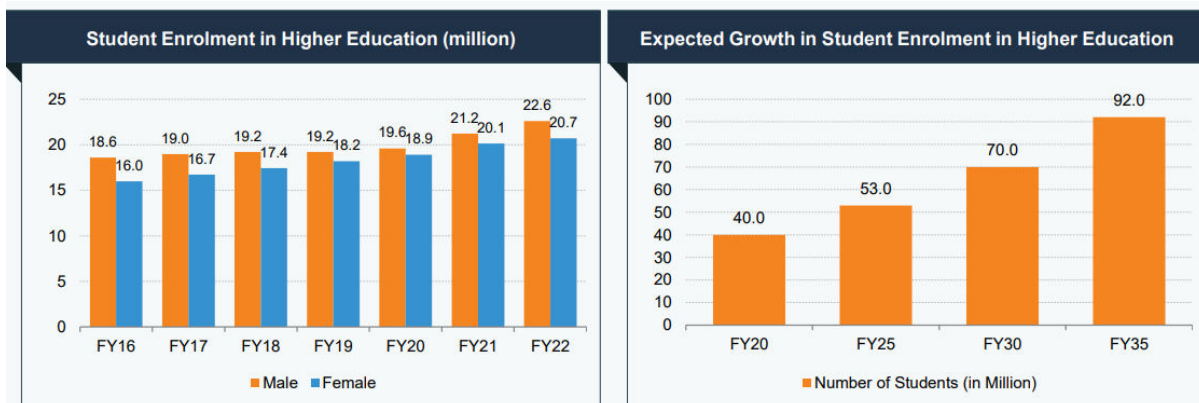
## ***Government Initiatives***

According to the Union Budget 2024-25:

- ❖ The government allocated Rs. 73,498 crore (US\$ 8.83 billion) for the Department of School Education and Literacy in FY25, an increase of 19.56% compared with the Union Budget 2023-24.
- ❖ The government has allocated 5.72 billion (47,619.77 crores) to Department of Higher Education in FY2024-25 an increase of 7.99% from previous year.
- ❖ Allocation towards the Samagra Shiksha Scheme increased to US\$ 4.51 billion (Rs. 37,500 crores) in FY25.
- ❖ In March 2024, Union Minister of Education and Skill Development & Entrepreneurship launched various initiatives namely, District Institutes of Education and Training (DIETS) of Excellence and National Mission for Mentoring. This program is to strengthen teacher training.

- ❖ Financial assistance, totalling to US\$ 1.08 billion (Rs 9,000 crores) will be delivered to States/UTs for upgradation of all DIETs to develop them as DIET of Excellence in the country in a phased manner in the next five years.
- ❖ In May 2024, Department of Higher Education, Ministry of Education, launched the ‘Capacity Building on Design and Entrepreneurship (CBDE)’ program. This program target to build a problem-solving approach that encourages creative and innovative solutions in students.
- ❖ In August 2023, Union Minister for Education and Skill Development & Entrepreneurship, Mr. Dharmendra Pradhan the National Curriculum Framework for School Education (NCF-SE), marking an important and transformative step towards the implementation of the National Education Policy 2020. The development of the NCF-SE was guided by a vision to align education with the demands of the 21st century and the ethos of the Indian knowledge system.
- ❖ In Union Budget2023, it was announced that a National Digital Library for Children and Adolescents to be set up for facilitating the availability of quality books across geographies, languages, genres and levels, and device-agnostic accessibility.
- ❖ 100% FDI under automatic route is allowed in the Indian education sector.
- ❖ The government schemes of Revitalising Infrastructure and System in Education (RISE) and Education Quality Upgradation and Inclusion Programme (EQUIP) are helping the government tackle the prominent challenges faced by the education sector.

### ***Road Ahead***



In 2030, it is estimated that India’s higher education will:

- ❖ Combine training methods that involve online learning and games, and it is expected to grow by 38% in the next 2-4 years.
- ❖ Adopt transformative and innovative approaches in higher education.
- ❖ Have an augmented Gross Enrolment Ratio (GER) of 50%.
- ❖ Reduce state-wise, gender-based and social disparity in GER to 5%.
- ❖ Emerge as the single largest provider of global talent with one in four graduates in the world being a product of the Indian higher education system.
- ❖ Be among the top five countries in the world in terms of research output with an annual R&D spend of US\$ 140 billion.
- ❖ Have more than 20 universities among the global top 200 universities.

Various government initiatives are being adopted to boost the growth of the distance education market, besides focusing on new education techniques such as E-learning and M-learning.

The Government of India has taken several steps including opening of IITs and IIMs in new locations, as well as allocating educational grants for research scholars in most government institutions. Furthermore, with the online mode of education increasingly being used by several educational organisations, the higher education sector in India is set for major change and development in the years to come.

*(Source: <https://www.ibef.org/industry/education-sector-india>)*

## **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 “Company” or “MCC” or “we”, “us” or “our” means Mittal Commerce Classes Limited.*

*All financial information included herein is based on our “Financial information of the Company” included on page 140 of this Draft Red Herring Prospectus.*

### **OVERVIEW**

We operate a network of digitally-enabled educational institutes focused on providing coaching to students for commerce-related courses. We specialize in preparing students for the Chartered Accountancy (CA) and Cost Management Accountancy (CMA) examinations, offering a comprehensive range of courses across different levels, including CA Foundation, CA Intermediate, CA Final and CMA Foundation. In addition to our professional courses, we also provide coaching to high school students in the commerce stream, specifically covering CBSE Class XI and XII examinations.

We offer multiple modes of learning to accommodate the diverse needs of our students, including traditional face-to-face classroom sessions, live online classes and recorded lectures. This flexibility allows students to choose a learning method that fits their daily schedules, eliminating the need for physical presence in the classroom through digital learning. We also provide comprehensive study materials, in both digital and print formats, which has been prepared by our experienced faculty and Management.

We have integrated advanced technology into our teaching practices to enhance the learning experience. We use digital tools and platforms to deliver interactive lessons and conduct online tests. To leverage our content repository and to provide a personalized learning environment to our students, we have recorded the lectures of our experienced faculty members at our recording studios. Each student is provided access to the MCC Live mobile app, which is specifically designed to enhance their learning experience and support preparation for exams. The MCC Live App provides recorded lectures, study materials and mock tests, allowing students to study independently and track their progress. All our students can access a comprehensive library of educational content via the MCC Live app, enabling them to view lectures multiple times, take mock exams, and clarify doubts as needed.

As of October 31, 2024, we operate a total of six coaching centers, which include three company-owned locations in Jaipur and three franchisee centers located in New Delhi, Kolkata, and Jodhpur. In 2024, we launched our franchise model for coaching centers, successfully establishing our first franchisee in Jodhpur, followed by additional centers in New Delhi and Kolkata. We plan to open 11 additional coaching centers over the next 2 years in key locations, including each in Gurugram, Kolkata, Delhi, Lucknow, Faridabad, Jaipur, Nagpur, Raipur, Ahmedabad and two in Mumbai. For details, please refer to the section “*Objects of the Issue - Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres*” beginning on page 69 of this DRHP.

During the financial year ended March 2022, 2023 and 2024 and for the three months period ended June, 2024, we have received 2067, 2412, 3607 and 1178 student enrollments respectively in each year. As of September 30, 2024, we have a team of 35 faculty members which are well equipped with subject knowledge and mentoring the students. We place a strong emphasis on students’ assessment to ensure that they are well-prepared for their exams. For instance, we conduct a series of tests, including chapter-wise tests, mock exams and final preparatory exams, which are designed to help students evaluate their performance, build confidence and identify areas for improvement.

We manage our business operations using fully integrated CRM software, which streamlines various administrative and financial processes. This allows us to efficiently track and manage revenue details, student enrollment and other critical operational data. By leveraging CRM, we ensure accurate and real-time data management, which aids in making informed decisions and enhance operational efficiency.

Our existing Promoter and Managing Director, CA Manoj Gupta, has an extensive experience of over 24 years in the coaching industry. Under his leadership, MCC has grown significantly, expanding its operations to multiple branches

across different cities and introducing various modes of learning, including classroom sessions, live online classes and recorded lectures.

Our institute has been honored with the prestigious Education Excellence Award-2023 from the media house, Dainik Bhaskar. In addition to the Education Excellence Award, we have received the Certificate of Excellence at India's Most Trusted Brand of the Year Awards 2024.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	Apr-June'24	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	442.31	1360.81	750.44	203.49
EBITDA <sup>(2)</sup>	148.37	506.50	55.42	29.96
EBITDA Margin <sup>(3)</sup>	33.54%	37.22%	7.38%	14.72%
PAT <sup>(4)</sup>	103.34	341.12	7.20	13.12
PAT Margin <sup>(5)</sup>	23.36%	25.07%	0.96%	6.45%
RoE (%) <sup>(6)</sup>	21.60%	133.16%	8.78%	18.26%
RoCE (%) <sup>(7)</sup>	22.89%	94.88%	13.33%	12.97%

### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings and short-term borrowings.

For details, please refer to the section “Basis for Issue Price – Key Performance Indicators” on page 81 of the DRHP.

## OUR COMPETITIVE STRENGTHS

### Hybrid Coaching Model

We employ a hybrid coaching model that integrates traditional in-person instruction with the convenience of online learning. Our classroom lectures are recorded and made available for students to access at their convenience through our MCC Live mobile app, ensuring flexibility in re-viewing key topics and enhancing the overall learning experience. Our students benefit from one-on-one mentoring and personalized feedback during in-person sessions, while also engaging in self-paced learning through our MCC Live App. By offering both in-person and online options, the hybrid model makes curriculum lectures accessible to a broader number of students, including those who may face geographical or logistical barriers to traditional classroom learning. This model is designed to offer a comprehensive educational experience that caters to diverse learning preferences and ensures maximum student engagement.

We offer a variety of learning formats, including offline classes at our centers, live and recorded online sessions, and recorded classes via pre-loaded pen drives, providing students with flexible and secure access to course content.

**Offline Classes:** Students enrolled in our offline classes attend sessions physically at our centers, engaging directly with instructors. These students also receive access to recorded sessions via our mobile app, allowing them to revisit the course lectures at any time during the course duration.

**Online Classes:** Students of online classes access live and recorded sessions through our secure online portal, with the ability to stream or download content. They can view the recordings multiple times and get benefitted from interactive features that enhance their learning experience.

**Recorded classes (through pen drive):** Students opting for recorded classes receive pre-loaded sessions on a pen drive, allowing up to two views of each session. The pen drives are compatible with common media players and are secured with encryption and access controls to protect the content.

The following table sets forth the bifurcation of revenue (mode-wise) for the three months period ended June'24 and Fiscal 2024, 2023 and 2022:

(Rs. in lakhs)

Mode of Learning	April'24-June'24	%	F.Y. 2023-24	%	F.Y. 2022-23	%	F.Y. 2021-22	%
Offline Classes	400.93	90.64%	1179.06	86.64%	667.91	89.00%	198.86	97.73%
Online Classes	5.03	1.14%	92.02	6.76%	54.38	7.25%	1.12	0.55%
Recorded Classes	6.81	1.54%	32.38	2.38%	28.15	3.75%	3.51	1.73%
<b>Grand Total</b>	<b>412.77</b>	<b>93.32%</b>	<b>1303.46</b>	<b>95.79%</b>	<b>750.44</b>	<b>100%</b>	<b>203.49</b>	<b>100%</b>

### *Integrated Digital framework*

Our business operates through an integrated digital framework that streamlines key functions and enhances overall operational efficiency. We utilize CRM software to manage various aspects of the student journey, from inquiry to enrollment, while automating invoicing, monitoring payment schedules and managing receipts. This system provides real-time insights into students' data which aids in making informed decisions and enhance operational efficiency including fee collections, payment status and outstanding dues, ensuring effective revenue management and timely collections.

Our MCC Live Mobile App plays a crucial role in delivering live classes, recorded lectures, and performance tracking. The app offers tailored channels for different courses, including XI, XII, CA, and CMA, and features objective and subjective test series to support student preparation. This digital platform not only broadens our reach but also reduces operational costs by facilitating online delivery of educational content.

In addition, we use biometric attendance system based on facial recognition technology to track attendance in real-time during live classes. Students are enrolled by scanning their facial features, and the data is securely stored and linked to their profiles. This system ensures accurate student verification, prevents impersonation, and automates attendance tracking, providing real-time updates and detailed participation reports. The system reduces administrative tasks and errors associated with manual tracking, improving overall operational efficiency.

### *Consistent growth in student enrollments*

We have experienced a consistent increase in student enrollments including Chartered Accountancy (CA) and Cost Management Accountancy (CMA) courses, as well as high school commerce subjects. We believe that this growth is driven by several factors, including delivery of quality teaching by our faculty, the effective use of digital tools like the MCC Live app and our flexible hybrid learning model that accommodates both in-person and online students.

The following table sets forth the bifurcation of revenue (course-wise) for the three months period ended June'24 and Fiscal 2024, 2023 and 2022:

(Rs. in lakhs)

Courses	April'24-June'24	%	F.Y. 2023-24	%	F.Y. 2022-23	%	F.Y. 2021-22	%
CA Intermediate	13.51	3.05%	704.71	51.79%	285.67	38.07%	161.83	79.53%
CA Foundation	373.9	84.53%	555.93	40.85%	396.37	52.82%	31.4	15.43%
12th + CA foundation	10.41	2.35%	14.94	1.10%	48.31	6.44%	6.07	2.98%
Class 11 <sup>th</sup> (CBSE)	3.94	0.89%	11.13	0.82%	10.4	1.39%	0	0
Class 12 <sup>th</sup> (CBSE)	3.72	0.84%	10.94	0.80%	9.32	1.24%	3.77	1.85%
CMA Foundation	7.28	1.65%	5.81	0.43%	0.38	0.05%	0.42	0.20%
<b>Grand Total</b>	<b>412.76</b>	<b>93.32%</b>	<b>1303.46</b>	<b>95.79%</b>	<b>750.44</b>	<b>100%</b>	<b>203.49</b>	<b>100%</b>

### *Qualified faculty team*



As on September 30, 2024, our faculty team consist of 50 teaching professionals having requisite qualifications and experience. Among our members, we have Chartered Accountants (CAs), Cost Management Accountants (CMAs), Company Secretaries (CSs), and PhD holders in commerce and science. Their expertise ensures that our students receive quality education and exam-relevant insights. Our faculty members are well equipped with subject knowledge guiding and tutoring students.

### Support to students through Scholarship

We have introduced the "Commerce ka Champion" CA/CMA Foundation Scholarship Program to provide financial assistance and educational resources to students enrolled in CA or CMA Foundation courses. Eligible students can register on the Mittal Commerce Classes portal, and selection is based on their performance in an online exam. The program is conducted free of charge, ensuring accessibility for all interested students. Successful candidates receive cash rewards, scholarships, medals, trophies and certificates. This initiative strengthens our brand visibility, generates positive word-of-mouth publicity, and helps build goodwill within the student community.



## OUR BUSINESS STRATEGIES

### Expanding our Geographical reach through new coaching centres

We intend to expand our geographical reach by opening additional coaching centers to strengthen brand recognition and increase student enrollments. As of October 31, 2024, we operate 6 centers: 3 in Jaipur, 1 in New Delhi, 1 in Kolkata, and 1 in Jodhpur. Over the next two years, we intend to open 11 more centers in key locations, including Gurugram, Kolkata, Delhi, Lucknow, Faridabad, Jaipur, Nagpur, Raipur, Mumbai and Ahmedabad. Our initial focus will be on targeting students in Delhi NCR and nearby regions by opening centers in Gurugram and Faridabad, followed by an expansion into Uttar Pradesh with a center in Lucknow, and one additional center each in New Delhi and Kolkata. For details, please refer to section "Objects of the Issue - Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres" beginning on page 69 of this DRHP.

The following table sets forth the bifurcation of revenue (center-wise) for the three months period ended June'24 and Fiscal 2024, 2023 and 2022:

(Rs. in lakhs)

Centre	April'24-June'24	%	F.Y. 2023-24	%	F.Y. 2022-23	%	F.Y. 2021-22	%
Jaipur Centre – I (Gandhi Nagar)	265.46	60.02%	962.66	70.74%	640.63	85.37%	182.75	89.81%
Jaipur Centre – II (Vidyadhar Nagar)	59.48	13.45%	132.12	9.71%	71.35	9.51%	16.49	8.11%
Jaipur Centre - III (Vaishali Nagar)	56.75	12.83%	99.65	7.32%	38.3	5.10%	4.24	2.08%
Jodhpur	7.00	1.58%	9.23	0.68%	0.16	0.02%	-	0.00%
Delhi	37.87	8.56%	157.14	11.55%	-	0.00%	-	0.00%
Kolkata	15.76	3.56%	0.00	0.00%	-	0.00%	-	0.00%
<b>Grand Total</b>	<b>442.31</b>	<b>100%</b>	<b>1360.81</b>	<b>100%</b>	<b>750.44</b>	<b>100%</b>	<b>203.49</b>	<b>100%</b>

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*\*Kolkata centre has been started in F.Y. 2024-25, thus, no revenue pertains to preceding years.*

Our current business strategy involves initially focusing on one state by opening multiple coaching centers within the same state, and then replicating this model in other states or Union territories. Our existing digital infrastructure and systems have supported current operations and will continue to support future expansion. We believe that this expansion will scale our operations across multiple cities and extend our reach to students.

***Introduction of new courses***

We plan to increase our course offerings by introducing CMA Intermediate and CMA Final programs as part of our curriculum. These courses will be delivered through a hybrid model that combines online modules with in-person coaching, led by experienced faculty members. This strategic addition will allow us to provide a full suite of CMA programs, similar to our CA offerings, where we currently provide Foundation, Intermediate and Final courses. By offering the complete stages of CMA course, we aim to attract a larger student base, which is expected to drive increased enrolments and contribute to revenue growth. This expansion is aligned with our broader goal of delivering a comprehensive range of educational programs across professional disciplines.

***Acquisition or partnering with other coaching centres***

We intend to evaluate opportunities to acquire or partner with coaching centers and businesses that align with our business model, enabling us to strengthen our market presence, increase geographical reach, increase student enrolments and drive future revenue growth. We intend to expand into various cities in India through franchise arrangements as well, wherein we enter into agreements with third party franchisees to conduct and operate coaching centres under designated arrangements.

Typically, the term of a franchisee agreement is 5 years which may be renewed if mutually agreed between the company and the franchisee. Further, the franchisee and our company are locked during the entire term of the franchise agreement. In terms of the franchise agreement, the franchisee is given the right to use the teaching methodology, reference notes, contents and the study and test materials provided by our company and to use our brand to operate a coaching centre in the specified location. For instance, under our current franchisee agreement with Upward Education Private Limited, the franchisee shall be entitled to eighty percent (80%) of the total receipts. This share will be calculated and paid to the franchisee at the time of raising invoices. Further, the franchisee is not entitled to transfer of the operation and management rights of the particular coaching centre to third parties unless it has given our company an opportunity to acquire the operation and management. However, our company reserves the right to terminate the franchise agreement in case of non-performance by the franchisee in terms of the agreement.

We believe that franchise arrangements will enable us to efficiently expand into various, leveraging local expertise while maintaining control over the quality of education, thereby increasing our geographical presence and brand recognition.

***Our Coaching Centre Locations***

***Jaipur:***



***Centre – I***



***Centre – II***

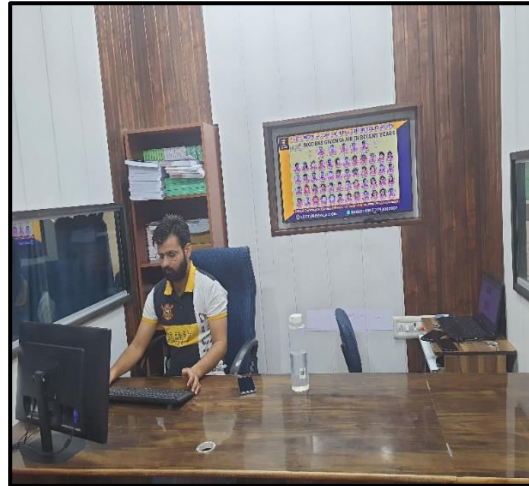


***Centre - III***

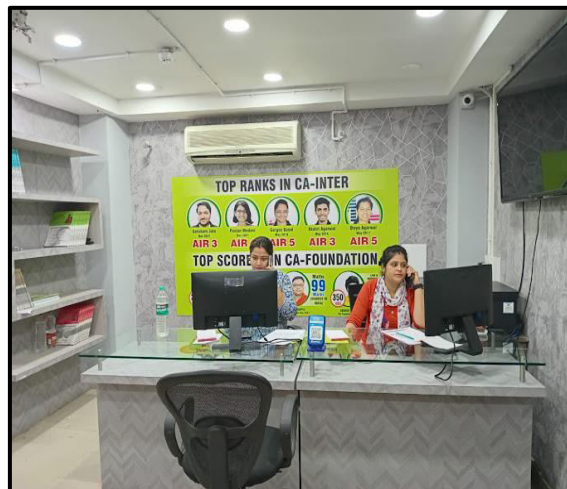
**New Delhi (Franchisee):**



**Jodhpur (Franchisee):**



**Kolkata (Franchisee) :**



## OUR SERVICES

We provide a comprehensive range of coaching services to students across various fields as mentioned below:

### 1) Class XI and XII

We offer comprehensive academic programs for students of Class XI and XII, adhering to the CBSE curriculum. It is designed to prepare students for higher education and professional success in the commerce stream. The key subjects offered are Accountancy, Economics, Business Studies and Mathematics.

### 2) Chartered Accountancy (CA)

We offer coaching for the CA Foundation, Intermediate and Final levels, with a curriculum aligned to ICAI study material to ensure our students acquire the knowledge required to succeed in the CA exams and obtain their professional qualification. The Institute of Chartered Accountants of India (ICAI), as the regulatory body for the Chartered Accountancy profession in India, sets the educational and examination standards and ensures the integrity and competence of Chartered Accountants.

**CA-Foundation:** Our CA Foundation Program is designed to provide students with a comprehensive introduction to the Chartered Accountancy profession. Spanning from 3.5 to 4 months, this program covers all four subjects required for the Foundation level, equipping students with the knowledge and skills necessary to excel in their examinations.

**CA-Intermediate:** Our CA Intermediate Program is designed to provide students with advanced knowledge and covers all six subjects mandated by the Institute of Chartered Accountants of India (ICAI) for the Intermediate level and is conducted over a period of 5 months from the date of enrollment.

**CA-Final:** Our CA Final Program is designed to provide students with advanced knowledge and covers all the subjects mandated by the Institute of Chartered Accountants of India (ICAI) for the final level and is conducted over a period of 2 years from the date of enrollment.

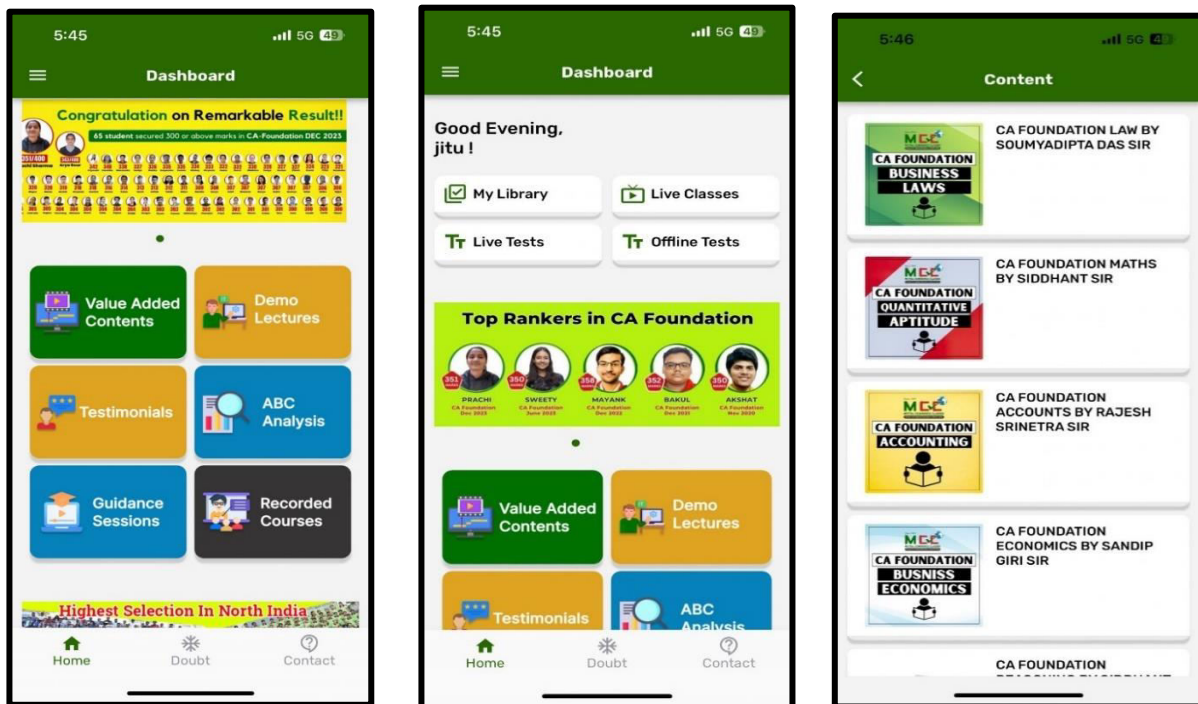
### 3) Cost and Management Accountants (CMA)

We currently provide coaching for CMA Foundation students and plan to expand our offerings to include CMA Intermediate and CMA Final courses, in alignment with our CA program structure. Our CMA Foundation course follows the study material prescribed by the Institute of Cost Accountants of India (ICMAI), the governing body responsible for regulating the Cost and Management Accounting (CMA) certification in India.

**CMA-Foundation:** Our CMA Foundation Program is designed to provide students with a foundation in Cost and Management Accountancy, structured to be completed in 3.5 to 4 months. This duration ensures that students receive an in-depth understanding of each subject, ample practice, and comprehensive preparation.

## MCC LIVE APP

MCC Live App serves as a comprehensive educational resource for both students and parents. It provides a wide range of information, from basic details such as lecture schedules, attendance, and marks, to more advanced insights like chapter performance, time analysis, monthly progress, and assignment or notes updates. This information is readily accessible to students and parents at their convenience, available on desktop, laptop, tablet, or mobile devices.



### Features of MCC Live App:

MCC Live App is a concept based on virtual classroom environment which replicates the model of a real classroom with the help of VPN technology. In a MCC Live App Class, students interact with instructors online using audio and video conferencing facility. To ensure a smooth functioning of this model, our classes are equipped with computer systems, headphones, cameras with 4k quality, projectors, digital board and software to provide synchronous learning environment.

Through this delivery platform we are able to deliver lectures at multiple locations simultaneously. From our experience we believe that an average student raises certain standard sets of questions on any topic, which with the help of MCC Live App Classes gets addressed to a much wider base of students. This helps us in minimizing our time and cost in terms of resource deployment. This coupled with minimum human interface enables us to expand our offerings to remote locations where setting up a full-fledged training centre is not economically viable.

Our platform offers an assessment system that includes both OMR-based and subjective tests to comprehensively evaluate student performance.

#### OMR-Based Tests

OMR-based tests are designed to assess students through multiple-choice and objective questions. The platform utilizes scanning technology for automated grading, with integrated answer keys ensuring accurate and efficient evaluation. Error detection mechanisms are in place to handle common issues and detailed performance reports provide insights into student achievements. Students can view their own scanned OMR sheets through the app, allowing them to review their answers and verify grading accuracy. Instructors and administrators have access to these scans for review, marking, and analysis, with administrative controls for organizing and managing test records.

#### Subjective Tests

Subjective assessments, including essays and short answers, allow for in-depth evaluation of student understanding. Answer keys and grading rubrics are created to ensure consistency and fairness in evaluation. Automated grading methods are employed, with detailed feedback provided to students to support their learning.

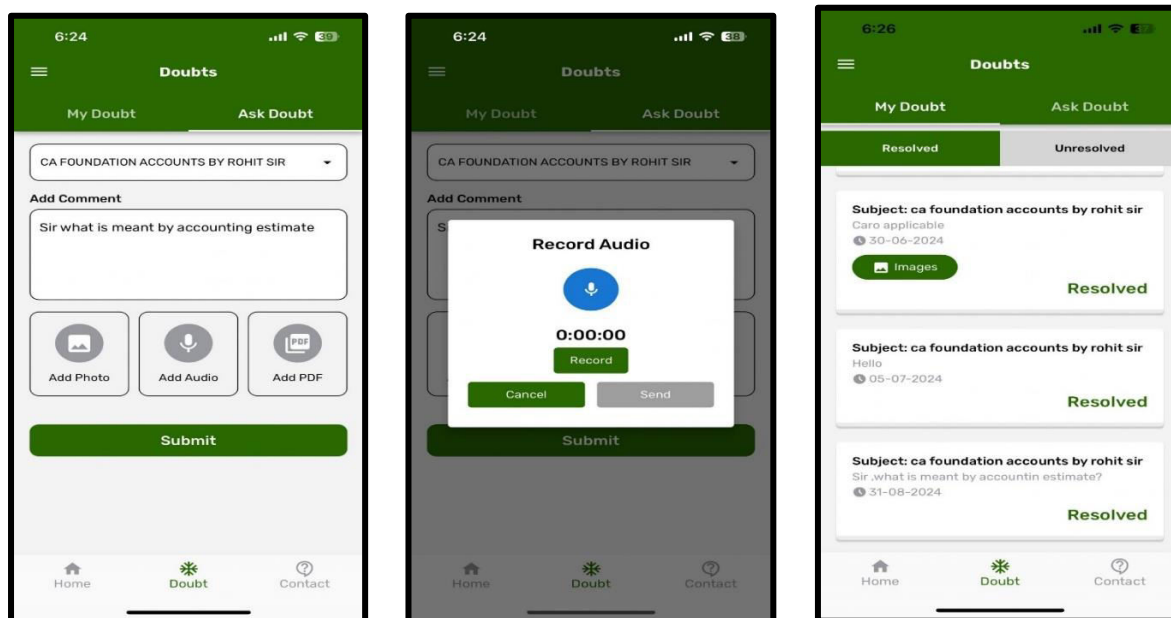
#### Doubt-Solving Mechanisms

We try to resolve student doubts within 24 hours to ensure prompt and effective support. Students can submit their queries through an intuitive interface in the app, where queries are tracked and managed by our dedicated faculty.

**Submission and Response Process:** Students submit their doubts within the app through audio, image, pdf or text, which automatically assigns these queries to faculty members. Faculty members are committed to providing responses within 24 hours, with a system in place to prioritize urgent or complex issues.

**Tracking and Notifications:** Students can easily track the status of their submitted doubts, with real-time notifications sent when responses are available or updates are provided.

**Faculty Support and Quality Assurance:** Faculty members are trained to deliver quality responses, supported by resources that ensure timely and effective doubt resolution. Feedback from students helps maintain high standards and continuous improvement.



### Course Delivery Process

Our course delivery process is designed to provide quality education through structured and interactive methods. This process ensures that students receive comprehensive instruction and support across all our programs, including XI, XII, CA Foundation, CA Intermediate, CA Final and CMA Foundation.

- **Initial Enrollment Process:** Our enrollment process is to ensure that students receive comprehensive information and seamless registration for their chosen courses. This process begins with personalized counseling at our center. The counselor explains the course structure, content, duration, and benefits, helping students make informed decisions about their educational path. Following the counseling session, the counselor enters the student's personal details and course information into our CRM software. The CRM system generates a confirmation receipt for the student, outlining the course details and the fee amount.
- **Communication and Access:** This process is to ensure that students are well-informed, engaged, and have access to all necessary resources from the moment they join our programs and for this they are added to the broadcast group by the class coordinator. Additionally, the student is enrolled in our MCC Live App, which grants access to recorded classes, providing a valuable backup resource in case any sessions are missed.
- **Feedback Collection:** Approximately 25-30 days after enrollment, our calling department reaches out to the student to gather feedback on various aspects of the course experience, which includes overall course management, functionality and usability of the MCC Live app, effectiveness of doubt resolution, the effectiveness and quality of the batch faculty. Feedback is collected 2-3 times throughout the course to ensure any issues are addressed promptly and to continuously improve the course experience.
- **Assessment and Testing:** Starting 45 days after enrollment, we initiate block-wise class tests every Monday. These tests are subject-specific and are administered in 2-3 series, designed to evaluate the student's understanding and progress in various subjects.
- **Support and Parent-Teacher Interaction:** As students approach the end of their course, we are committed to providing additional support and addressing any concerns they may have. Our process includes regular outreach to students and their parents to ensure that students are fully prepared and informed about their progress and performance.

- **Mock Tests and Exam Preparation:** Towards the end of the course, we implement a comprehensive mock test series. We conduct 3-4 full-course mock tests that replicate the format and conditions of the actual exam. These mock tests are strategically scheduled to provide students with ample practice and help them familiarize themselves with the exam structure.
- **Final Review and Self-Study:** All mock tests and practice sessions are concluded 15-20 days before the main exam. Our final preparation process is designed to offer students a well-rounded support system as they approach their main exams. By concluding mock tests well in advance and providing ample time for self-study, along with ongoing support, we ensure that students are thoroughly prepared and confident as they take their exams.

## PLANT AND MACHINERY

Our Company does not have any plant and machinery since our business is not in the nature of a manufacturing concern.

## CAPACITY AND CAPACITY UTILISATION

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern.

## UTILITIES

Our registered office, which also serves as one of our coaching centers, is located in Jaipur, Rajasthan. In addition, we operate two more coaching centers in Jaipur, along with one center each in New Delhi, Jodhpur, and Kolkata. All of our centers are equipped with the necessary infrastructure, including computer systems, internet connectivity, communication equipment, security systems, and other essential facilities, ensuring the smooth functioning of our business operations.

Our offices are well equipped with requisite utilities and facilities including the following:

### Water

Our registered office and coaching centres have adequate water supply arrangements for human consumption purpose. Therequirements are fully met at the existing premises.

### Power

Our Company meets its power requirements in our registered office and coaching centres from the local electricity supplier and thesame is sufficient for our day-to-day functioning.

## HUMAN RESOURCE

We believe that a well-trained, motivated and satisfied faculty and employee base is key to our competitive advantage. We believe that wehave a qualified and experienced faculty and employee base, managed by middle and senior management personnel.

As on September 30, 2024, we have around 35 teaching staff and 47 non-teaching staff to look after the day-to-day business operations, administrative, technical support staff and accounting functions in accordance with their respective designated duties.

Department-wise	Count
Admin Staff	3
Counselling	7
Customer Support	4
Driver & Peon	4
Examination Department	5
Maintenance Department	1
Marketing	1
Schedule Department	1
Technical Support Staff	12
Typing Department	3
Other Support/ Temp. Staff	6
<b>Total non-teaching staff</b>	<b>47</b>
<b>Total Teaching Staff</b>	<b>35</b>
<b>Grand Total</b>	<b>82</b>

## MARKETING STRATEGY

We employ a multi-faceted marketing strategy to promote our programs, including CA Foundation, CA Intermediate, CA Final and CMA Foundation. Our approach includes traditional word-of-mouth marketing, where students and their parents refer our classes to their network. To incentivize these referrals, we offer special discounts to rank holders.

In addition to word-of-mouth, we utilize a range of advertising channels, which includes hoardings, banners, pole banners, newspaper ads, conducting marketing seminars, circulating marketing messages and ads on digital platforms such as Google Ads. A dedicated portion of our budget is allocated to these strategic marketing efforts to ensure effective promotion and reach of our programs. We also maintain presence on social media platforms, following a structured content calendar.

## COMPETITION

The coaching industry is highly competitive and fragmented amongst organized and unorganized players, with no single provider controlling significant market share. We not only compete with organized players but also a high percentage of unorganized entities such as individual tutors and small-scale institutes. Some of them may pay better attention to the individual needs of the students and may be capable of providing more personalized services to each student due to the smaller number of students catered to by them. Further, these unorganized entities issue their services at highly competitive prices having well established presence in their local markets. In addition, there are minimal entry barriers in the coaching industry and hence we may also face competition from new entrants. Some of our faculty members, who disassociate themselves from us, may also compete with our company. Our main competitors are other organized coaching institutes. Competition is generally based on the location, the type of courses offered, the quality of instruction, success rate, reputation and fees. Amongst the organized private players, we consider Vidhya Sagar Career Institute, JK Shah classes, Toppers, IGP, AKN, Anil Sharma Classes and Koncepts as our major competitors.

## EXPORT AND EXPORT OBLIGATION

Our Company has identified certain key export markets for its products. As on the date, we do not have any export obligation.

## COLLABORATION

As on date of this DRHP, our Company has not entered into any technical or financial collaboration agreements.

## INSURANCE

Except for vehicle insurances, our Company has not taken any other insurance policies.

## PROPERTIES

Following properties are owned / taken on lease / license by our company:



Sr. No	Usage	Address	Leased/Owner	Owner	Date of Agreement
1	Registered Office and Coaching Centre	Mittal Tower 12, Rishi Colony, Near Gandhi Nagar Railway Station Gate No.2, Tonk Road, Jaipur, Raj. India, 302015	Leased	Dr. Rohit Gupta	August 18, 2023
2	Coaching Centre	A-491, Near nursery circle, Vaishali Nagar Jaipur (Raj.) 302021	Leased	Sunil Khemani	June 03, 2023
3	Coaching Centre	15, Ambabari Shopping Centre, Near Bank of Baroda, Ambabari, Jaipur (Raj.)	Leased	Sandhya Chauhan	Feb. 07, 2024

## INTELLECTUAL PROPERTIES

Trademarks registered in the name of our company:

S.	Brand Logo	Tradema	Trade	Class	Applica	Applicatio	Date of	Validit	Registra
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<b>N o.</b>		<b>rk</b>	<b>mark Type</b>		<b>nt</b>	<b>n No</b>	<b>Applica tion</b>	<b>y/Rene wed up to</b>	<b>tion Status</b>
1.		Mittal CA Institute	Device	41	Mittal Commerce Classes Pvt. Ltd	2039138	Octobe r 18, 2010	18/10/2 030	Registere d
2.		MCC- Mittal Commerce Classes	Device	41	Mittal Commerce Classes Pvt. Ltd	2039137	Octobe r 18, 2010	18/10/2 030	Registere d
3.	Mittal Classes	Mittal Classes	Device	41	Mittal Commerce Classes Pvt. Ltd	3944190	Septem ber 13, 2018	13/09/2 028	Registere d
4	Mittal Institute	Mittal Institute	Device	41	Mittal Commerce Classes Pvt. Ltd	3944191	Septem ber 13, 2018	13/09/2 028	Registere d

## **KEY INDUSTRIAL REGULATIONS AND POLICIES**

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 203 of this Draft Red Herring Prospectus.

### **THE COMPANIES ACT**

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

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

### **SEBI REGULATIONS:**

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

### **TAX RELATED REGULATIONS**

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

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31<sup>st</sup> October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

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

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states.

Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

## **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

### **Guidelines for Registration and Regulation of Coaching Center 2024**

The aim of these regulations is to promote the importance of co-curricular activities that contribute to the holistic development of children and offer psychological counseling and career guidance for the mental well-being of students. For this purpose 'coaching' means tuition, instructions or guidance in any branch of learning imparted to more than 50 students but does not include counselling, sports, dance, theatre and other creative activities. Coaching center existing on the date of implementation of the guidelines, shall apply for registration within a period of three months from the date of implementation of guidelines. In case of coaching center having multiple branches, each of such branch shall be treated as separate coaching center and it shall be necessary to submit a separate application for registration of each branch. As per the new regulations, coaching centers are required to hold at least one square meter per student in every class. Moreover, it is a mandate for every coaching institute to adhere to the fire safety codes. Every coaching center must hold fire and building safety certificates. Additionally, the right lighting, electrification, and ventilation arrangements are to be mandatorily maintained by the coaching centers. Not to miss, proper CCTV cameras, medical assistance, and first aid kits are also things that a coaching center needs to take care of.

Additionally, as per the new rules, the tuition fees for the courses must be reasonable and fair. Also, detailed receipts of the fees must be provided. Not to miss, a prospectus having all the authentic information about the courses, their duration, classes, hostel facilities, exit policies, fee refund procedures, and more must be exhibited. The new set of rules also talks about the exit policy. In case a student wishes to withdraw in mid-course, a pro-rata refund is made mandatory for the coaching centers to provide in a time period of 10 days. Additionally, any fee increase during the duration of the course is not allowed. This rule is applicable to both hostel and course-related fees. In case the coaching center breaches any terms and conditions of the general requirements or the registration, it will be bound to pay the penalties. The first violation will cost the coaching center a penalty for Rs.25,000, while the second offense can cost a penalty up to Rs. 1 lakh. The subsequent breaches may involve registration revocation.

### **National Education Policy, 2020**

The National Education Policy, 2020 (NEP 2020) is a comprehensive framework for the transformation of India's education system. It aims to provide universal access to quality education for all learners, regardless of their social or economic background. It also seeks to promote India's cultural diversity, scientific advancement, and global leadership

The NEP, together with the National Literacy Mission, identifies, among other things, focal areas such as adult education (including post literacy, continuing education and vocational and skill training programs), open and distance learning, and technical and management education. The NPE contemplates an ongoing review of its implementation on a five-yearly basis.

### **Young Persons (Harmful Publications) Act, 1956.**

An act to prevent the dissemination of certain publications harmful to young persons. Harmful publication means any Book, Magazine, Publication, Newspaper or other like publication, which consist of stories told with or without aid of pictures, being stories portraying wholly or mainly Commission of offences 2)Acts of violence or cruelty 3)Incidents of a repulsive or horrible nature 4)In a way that could incite or encourage young people to engage in such acts.

### **Fire Prevention Laws**

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centers and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

### **Information Technology Act, 2000 and Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011**

Our Company provides online classes & uses computer or computerized system and hence our working is governed by Information Technology Act, 2000 ("IT Act"). IT Act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The IT Act is applicable to

any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the IT Act.

### **Data Centre Policy, 2020**

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

### **Digital Personal Data Protection Act, 2023**

The Digital Personal Data Protection Act, 2023 was given the assent of the President on August 11, 2023 and shall come into force on the date of its notification in the Official Gazette. The Act provides for protection of personal data of individuals, and establishes a Data Protection Authority for the same. Data Protection refers to the set of privacy laws, policies and procedures that aim to minimise intrusion into one's privacy caused by the collection, storage and dissemination of personal data. Personal data generally refers to the information or data which relate to a person who can be identified from that information or data whether collected by any Government or any private organization or an agency.

### **The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 (“Advertisement Guidelines”)**

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines lay down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organization making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

## **LAWS RELATED TO ENVIRONMENTAL LAWS**

### **Environment (Protection) Act, 1986 as amended (“EPA”)**

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Trademarks Act, 1999**

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

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

The Copyright Act provides for registration of copyrights, assignment and licensing of copyrights, and protection of copyrights, including remedies for infringement. The Copyright Act protects original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. In the event of infringement of a copyright, the owner of the copyright is entitled to both civil remedies, including damages, accounts and injunction and delivery of infringing copies to the copyright owner, and criminal remedies, including imprisonment and imposition of fines and seizure of infringing copies. Copyright registration is not mandatory under the Copyright Act for acquiring or enforcing a copyright, however, such registration creates a presumption favouring ownership of the copyright by the registered owner..

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

### **Code on Wages, 2019**

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

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

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

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

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

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

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

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

\*The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.

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

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

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

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

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

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

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

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- 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")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- 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
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,

#### **OTHER GENERAL REGULATIONS**

#### **The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act")**

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

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

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

### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Approvals from Local Authorities**

Setting up of a factory or manufacturing / housing unit 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:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

### **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.

## **HISTORY AND CORPORATE STRUCTURE**

### **Brief history of our Company**

Our Company was incorporated on February 09, 2010 under the name & style of “Mittal Commerce Classes Private Limited”, a private limited Company under the provisions of the Companies Act, 1956, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Jaipur. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on August 05, 2024 and the name of our Company was changed from “Mittal Commerce Classes Private Limited” to “Mittal Commerce Classes Limited” vide fresh certificate of incorporation dated September 17, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U80301RJ2010PLC030939.

Manoj Kumar Gupta and Ritesh Rastogi were the initial subscribers to the Memorandum of Association of our Company. The current promoters of our Company are Manoj Kumar Gupta and Nagendra Bala.

### **Address of the Registered Office:**

The registered office of the Company is located at Plot No. 12 Rishi Colony, Tonk Road, Jaipur, Rajasthan, India - 302015.

### **Changes in Registered Office of the Company:**

Except as disclosed below, there has been no change in our Registered Office since incorporation.

<b>Effective Date</b>	<b>From</b>	<b>To</b>	<b>Reason for Change</b>
October 01, 2013	C-2/28, Flat No.G-2, Chitrakoot, Vaishali Nagar, Jaipur Rajasthan India-302021	A 2-3, Friends Colony, Lal Kothi, Jaipur Rajasthan India-302016	Administrative Convenience
April 01, 2016	A 2-3, Friends Colony, Lal Kothi, Jaipur Rajasthan India-302016	3rd Floor, Unique Destination, Laxmi Mandir Tiraha, Opposite Times of India Office, Tonk Road, Jaipur Rajasthan, India-302015	Administrative Convenience
February 28, 2017	3rd Floor, Unique Destination, Laxmi Mandir Tiraha, Opposite Times of India Office, Tonk Road, Jaipur Rajasthan, India-302015	Plot No. 12 Rishi Colony, Tonk Road, Jaipur, Rajasthan, India, 302015	Administrative Convenience

### **Main Objects of Our Company:**

The main objects of our Company are as follows:

1. To establish, acquire, promote, undertake, or in any other manner carry on in India or abroad or both the business of marketing of educational products, educational consultancy, computer education, educational institutions, schools, colleges, university, institutes, higher educational, institutions, academy, training centers, classes, coaching classes, maths classes, computer coaching classes, educational on net, English speaking classes and courses, tutorials, workshops, brain development programs, organize summer camps, seminars and other places of learning and/ or imparting education orally or by mechanical and/or technological means or by post engineering howsoever in all field of arts, or technological means or by post engineering howsoever in all field of arts sciences, crafts, commerce, management, technical, insurance, medical, electronic, computer, English speaking and other subject existing or which may come to exit in future and to conduct examination, and to prepare, publish, purchase and sale of study material and books, to sponsor authorship for books to pay and recover royalty, to maintain library/laboratory, tests and other activities in pursuance thereof and to award/confer degrees, diplomas, certificates, titles, honours enter into agreements, collaborations, franchises and other agreements from to time whether in India or abroad or both generally to do all things connected with the business of imparting education.

### **Amendments to the Memorandum of Association**

The following amendments have been made to the Memorandum of Association of our Company since Incorporation:



<b>Date of Shareholder's Resolution</b>	<b>Nature of Amendments</b>
March 25,2014	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of the Company from ₹1,00,000 divided into 10,000 Equity Shares of ₹ 10/- each to ₹25,00,000 divided into 2,50,000 Equity Shares of ₹10/- each.
March 07, 2024	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of the Company from ₹25,00,000 divided into 2,50,000 Equity Shares of ₹ 10/- each to ₹6,00,00,000 divided into 60,00,000 Equity Shares of ₹10/- each.
August 05, 2024	Clause I of our Memorandum of Association was amended to reflect the change in our name from 'Mittal Commerce Classes Private Limited' to 'Mittal Commerce Classes Limited' pursuant to conversion of our Company from a private limited company to a public limited company.

#### **Adopting new Articles of Association of the Company:**

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013 in the Extra Ordinary General Meeting of the Company dated August 05, 2024.

#### **Major events and milestones of our Company:**

The table below sets forth some of the major events in the history of our company:

<b>Year/ F.Y.</b>	<b>Key Events/ Milestone/ Achievements</b>
2010	Incorporation of our company under the name of "Mittal Commerce Classes Private Limited"
2018-19	Revenue crossed Rs. 5 crores
2019	Started conducting live online lectures
2022-23	Opened 1 <sup>st</sup> franchisee based coaching centre at Jodhpur, Rajasthan
2023-24	Revenue crossed Rs. 13 crores
2023-24	Opened 2 <sup>nd</sup> franchisee based coaching centre at Delhi
2024	Opened 3 <sup>rd</sup> franchisee based coaching centre at Kolkata, West Bengal
2024	Conversion of company from Private Limited to Public Limited in consequence of such conversion, name of our company changed from "Mittal Commerce Classes Private Limited" to "Mittal Commerce Classes Limited".

#### **Corporate profile of our Company:**

For details of our Company's activities, services, growth, awards & recognitions, 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 99, 186 and 79 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and shareholding of our Promoters, please refer to sections titled "**Our Management**" and "**Capital Structure**" beginning on page 120 and 56 of the Draft Red Herring Prospectus respectively.

#### **Time and Cost Overruns in Setting up Projects:**

Our Company has not experienced any significant time and cost overrun in setting up projects.

#### **Our holding company:**

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

#### **Our Associates and Joint Ventures:**

As on date of this Draft Red Herring Prospectus, our Company does not have any associates and joint ventures.

#### **Our Subsidiary Company:**

As on date of this Draft Red Herring Prospectus, Our Company does not have any Subsidiary Company.

**Accumulated profits or losses:**

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of the firm that have not been accounted for or consolidated by our Company.

**Strategic or Financial Partnerships:**

As on the date of this Draft Red Herring Prospectus, Our Company does not have any strategic or financial partnerships.

**Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:**

As on the date of the Draft Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with any financial institutions/banks.

**Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc.**

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

**Shareholders Agreements**

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus.

**Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, 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 the Company.

**Other Material Agreements**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

**OUR MANAGEMENT**

**Board of Directors:**

The following table sets forth details regarding our Board as on the date of filing of this Draft Red Herring Prospectus:

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Manoj Kumar Gupta</b></p> <p><b>Designation:</b> Chairman &amp; Managing Director</p> <p><b>Age:</b> 43 years</p> <p><b>Date of Birth:</b> March 25, 1981</p> <p><b>Address:</b> 99, Barkat Nagar, Indian Public School, Tonk Fatak, Lal Kothi, Jaipur, Rajasthan-302015.</p> <p><b>Experience:</b> 24 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Chartered Accountant</p> <p><b>Current Term:</b> Three years with effect from September 21, 2024 to September 20, 2027</p> <p><b>Period of Directorship:</b> Since inception i.e. February 09, 2010</p> <p><b>DIN:</b> 02917118</p>	<p>Forgrad Classes Private Limited</p>
<p><b>Nagendra Bala</b></p> <p><b>Designation:</b> Whole Time Director and CFO</p> <p><b>Age:</b> 42 years</p> <p><b>Date of Birth:</b> July 11, 1982</p> <p><b>Address:</b> 99, Barkat Nagar, Indian Public School, Tonk Fatak, Lal Kothi, Jaipur, Rajasthan-302015.</p> <p><b>Experience:</b> 4 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Master of Commerce</p> <p><b>Current Term:</b> Three years with effect from September 21, 2024 to September 20, 2027</p> <p><b>Period of Directorship:</b> May 25, 2020</p> <p><b>DIN:</b> 05255330</p>	<p>Nil</p>
<p><b>Dinesh Kumar Badera</b></p> <p><b>Designation:</b> Non-Executive Director</p>	<p>Nil</p>

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Age:</b> 44 years</p> <p><b>Date of Birth:</b> July 31, 1980</p> <p><b>Address:</b> Ward No. 6, Tahasil ke Pass, Kot ka Mohalla, Chaksu, Jaipur, Rajasthan- 303901.</p> <p><b>Experience:</b> 23 Years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Bachelor of Commerce</p> <p><b>Current Term:</b> Liable to retire by rotation</p> <p><b>Period of Directorship:</b> September 26, 2024</p> <p><b>DIN:</b> 10780665</p>	
<p><b>Vijay Kumar Singhal</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Age:</b> 46 years</p> <p><b>Date of Birth:</b> May 10,1978</p> <p><b>Address:</b> 8 B Shiv Nagar, II Murlipura scheme, Jaipur, Rajasthan - 302013</p> <p><b>Experience:</b> 23 years</p> <p><b>Occupation:</b> Professor</p> <p><b>Qualification:</b> Master of Science and Doctor of Philosophy (Ph.D.) in Science</p> <p><b>Current Term:</b> Five years with effect from September 21, 2024 to September 20, 2029.</p> <p><b>Period of Directorship:</b> September 21, 2024</p> <p><b>DIN:</b> 10757513</p>	Nil
<p><b>Sunil Kumar Gupta</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Age:</b> 51 years</p> <p><b>Date of Birth:</b> August 10, 1973</p> <p><b>Address:</b> 1 E 38, Gandhi Path, Subhash Colony, Sastri Nagar, Jaipur, Rajasthan-302016</p> <p><b>Experience:</b> 25 years</p> <p><b>Occupation:</b> Business</p>	Nil

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Qualification:</b> Bachelor of Science</p> <p><b>Current Term:</b> Five years with effect from September 21, 2024 to September 20, 2029.</p> <p><b>Period of Directorship:</b> September 21, 2024</p> <p><b>DIN:</b> 10757505</p>	

### **Brief Profile of the Directors:**

1. **Manoj Kumar Gupta** is the Promoter, Chairman and Managing Director of our Company and has been on the Board since inception. He is a fellow member of the Institute of Chartered Accountants of India. He is a visionary entrepreneur and has played a pivotal role in setting and expanding the business operations of our Company. He plays an active role in the day-to-day operations, strategic planning, marketing and human resource management of our Company. He has an experience of over 24 years in the coaching industry. Prior to incorporation of our Company, Mr. Gupta previously ran his own coaching institute, specializing in commerce subjects.
2. **Nagendra Bala** is the Promoter, Whole Time Director and Chief financial Officer of our Company. She has completed her Master of Commerce from the University of Rajasthan in 2004. She has joined our Company in May 2020 and is looking after the finance operations. Prior to joining our Company, she was engaged in providing consulting services to coaching institutes. She has an experience of 4 years in the finance field.
3. **Dinesh Kumar Badera** is the Non-Executive Director of our Company. He has an experience of around 23 years in the trading of Plastic Bags. Currently, he is heading his own proprietorship firm, specialized in trading of Plastic Bags in the name of D.K. Products. He has completed his Bachelor of Commerce from University of Rajasthan in the year 2001.
4. **Vijay Kumar Singhal**, Independent Director, is a seasoned professor with 23 years of teaching experience in mathematics across various institutes and colleges. He currently serves as an Associate Professor in the Department of Mathematics at Swami Keshvanand Institute of Technology, Management and Gramothan, Jaipur. He holds a Master of Science (M.Sc.) degree in Mathematics, completed in 1999, and a Doctor of Philosophy (Ph.D.) in Science, completed in 2005, both from the University of Rajasthan.
5. **Sunil Kumar Gupta**, Independent Director, has an experience of over 25 years in the stock broking and finance business. He is currently heading his own stock broking firm, Gupta Enterprises in Jaipur. He has completed his Bachelor of Science from University of Rajasthan in 1993.

### **Confirmations:**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) 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 tenure of their directorship in such company.
- c) None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(I) (III) of SEBI (ICDR) Regulations.
- d) None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### **Nature of Family relationship between our Directors**

The following Directors of the Company are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013. Details of which are as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Relationship with other Directors</b>
1.	Manoj Kumar Gupta	Husband of Nagendra Bala
2.	Nagendra Bala	Wife of Manoj Kumar Gupta

### **Borrowing Powers of Directors:**

In accordance with our Articles of Association and subject to the provisions of the Companies Act, 2013, and pursuant to a resolution of the Shareholders of our Company passed in their extraordinary general meeting held on September 21, 2024, in accordance with Section 180 of the Companies Act, 2013, our Board is authorised to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with the amount already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) exceeds the aggregate of the paid up capital and free reserves of our Company provided that the total amount borrowed by our Board and outstanding at any point of time shall not exceed ₹20 Crore.

### **Compensation of our Managing Director & Whole-time Director:**

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

### **The following compensation has been approved for Managing Director & Whole time Director:**

#### **1. Manoj Kumar Gupta: Chairman and Managing Director**

Pursuant to the resolutions passed by our Board and our Shareholders on September 17, 2024 and September 21, 2024 respectively. Mr. Manoj Kumar Gupta was appointed as Chairman and Managing director for a period of Three years with effect from September 21, 2024 at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹ 42 Lakh per annum.

#### **2. Nagendra Bala: Whole Time Director & Chief Financial Officer**

Pursuant to the resolutions passed by our Board and our Shareholders on September 17, 2024 and September 21, 2024 respectively, Nagendra Bala was appointed as Whole Time Director for a period of Three years with effect from September 21, 2024 at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹ 18 Lakhs per annum.

### **Payments or benefits to Directors:**

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our directors.

**The remuneration paid to our Directors in Fiscal 2024 is as follows:**

Name of Director	Remuneration paid in F.Y. 2023-24 (₹ in lakhs)
Manoj Kumar Gupta	24.50
Nagendra Bala	Nil

**Sitting Fees:**

Our Board of Directors have resolved in their meeting dated September 26, 2024 for payment of sitting fees to Directors (including independent directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹ 1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof, attended by such director.

**Bonus or Profit Sharing Plan for our Directors:**

We have no bonus or profit sharing plan for our Directors

**Shareholding of our Directors and Key Managerial Personnel in Our Company**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors and Key Managerial Personnel hold any Equity Shares in our Company:

Sr. No.	Name of the Directors	No. of Shares Held	Holding in % (pre-Issue)
1.	Manoj Kumar Gupta	41,99,316	99.98
2.	Nagendra Bala	300	0.01
	<b>Total</b>	<b>41,99,616</b>	<b>99.99</b>

Our Articles of Association do not require our directors to hold any qualification shares.

**INTEREST OF DIRECTORS**

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management - Compensation of our Managing Director & Whole-time Director”** beginning on page 123 of this Draft Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 184 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

**Interest of Directors in the promotion and formation of our Company**

As on the date of this Draft Red Herring Prospectus, except for Mr. Manoj Kumar Gupta and Mrs. Nagendra Bala, the Promoters of our Company, none of our other Directors and Key Managerial Personnel are interested in the promotion of our Company. For further details, see “Our Promoters and Promoter Group” on page 134.

### **Interest of Directors in the property of Our Company**

Our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus.

### **Changes to our Board in the last three years**

The changes in our Board in the last three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

<b>Name of Director</b>	<b>Date of Appointment/ Change in designation/ Cessation</b>	<b>Reason</b>
Mahaveer Prasad Gupta	August 02, 2024	Appointed as Additional Non Executive Director.
Mahaveer Prasad Gupta	August 05, 2024	Regularisation as Non Executive Director.
Manoj Kumar Gupta	September 21, 2024	Re designated as Chairman and Managing Director
Nagendra Bala	September 21, 2024	Re designated as Whole Time Director
Vijay Kumar Singhal	September 21, 2024	Appointed as Non-Executive Independent Director
Sunil Kumar Gupta	September 21, 2024	Appointed as Non-Executive Independent Director
Dinesh Kumar Badera	September 23, 2024	Appointed as Additional Non Executive Director.
Dinesh Kumar Badera	September 26, 2024	Regularisation as Non Executive Director.
Mahaveer Prasad Gupta	September 23, 2024	Resignation Due to Pre – Occupation

### **MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure:-





## Corporate Governance

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME platform of NSE (NSE Emerge). The requirements pertaining to the composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of five directors of which two are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

### 1. Audit Committee

Our Company has formed an Audit Committee, vide Board Resolution dated September 26, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Vijay Kumar Singhal	Chairman	Independent Director
Sunil Kumar Gupta	Member	Independent Director
Nagendra Bala	Member	Whole Time Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

#### A. Tenure of the committee:

The Audit 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 Audit Committee as approved by the Board.

**B. Meetings of the Committee:**

The committee shall meet at least four times in a year and not more than one hundred and twenty day shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

**C. Power of the Committee:**

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

**D. Role of the Committee:**

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. 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;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an Offer (public Offer, 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
8. Approval or any subsequent modifications 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;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

14. 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;
15. Discussing with internal auditors on any significant findings and follow up thereon;
16. 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;
17. Discussing 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;
18. Looking 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;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
22. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
23. Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses;
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## 2. Stakeholders Relationship Committee

Our Company has formed an Stakeholders Relationship Committee vide Board Resolution dated September 26, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Dinesh Kumar Badera	Chairman	Non-executive director
Sunil Kumar Gupta	Member	Independent Director
Manoj Kumar Gupta	Member	Chairman & Managing Director

The scope and function of the Committee and its terms of reference shall include the following:

### i. Tenure of the committee:

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.

### ii. Meetings of the committee:

The Stakeholders Relationship Committee shall meet at least once 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. The Chairman of the

Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.

**iii. Terms of Reference:**

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;
5. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;
6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
8. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/ dividend warrants, non-receipt of annual report and any other grievance/ complaints with Company or any officer of the Company arising out in discharge of his duties;
9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting; and
12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

**3. Nomination and Remuneration Committee**

Our Company has formed a Nomination and Remuneration Committee vide Board Resolution dated September 26, 2024 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Vijay Kumar Singhal	Chairman	Independent Director
Sunil Kumar Gupta	Member	Independent Director
Dinesh Kumar Badera	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure of the committee:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings of the committee:**

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and

Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

### C. Role of Terms of Reference:

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

### Key Managerial Personnel

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of Joining	Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
<b>Manoj Kumar Gupta</b> Designation: Chairman & Managing Director	43	2010	24.50	24	-

Name, Designation & Educational Qualification	Age (Years)	Year of Joining	Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
<b>Educational Qualification:</b> Chartered Accountant <b>Term of office:</b> designated as Chairman and Managing Director with effect from September 21, 2024					
<b>Nagendra Bala</b> <b>Designation:</b> Whole Time Director & CFO <b>Educational Qualification:</b> M.com <b>Term of office:</b> For a period of three year with effect from September 21, 2024; liable to retire by rotation	42	2020	Nil	4	-
<b>Prachi Mittal</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification:</b> Company Secretary	31	2024	Nil	7	CS Vikash Verma & Co. PCS Firm

#### Brief Profile of Key Managerial Personnel

**Manoj Kumar Gupta** - Please refer to section “**Brief Profile of our Directors**” beginning on page 122 of this Draft Red Herring Prospectus for details.

**Nagendra Bala** - Please refer to section “**Brief Profile of our Directors**” beginning on page 122 of this Draft Red Herring Prospectus for details.

**Prachi Mittal** is the Company Secretary and Compliance officer of our Company. She has become the member of Institute of Company Secretaries of India since 2017. She possess 7 years of experience in handling secretarial matters and corporate governance. She has been appointed as Company Secretary and Compliance Officer of our Company with effect from September 17, 2024.

#### We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Manoj Kumar Gupta & Nagendra Bala are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the Year ended March 2023.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except:

Sr. No.	Name of the KMP's	No. of Shares held
1	Manoj Kumar Gupta	41,99,316
2	Nagendra Bala	300
	<b>Total</b>	<b>41,99,616</b>

- Presently, we do not have ESOP/ ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the industry to which our company belongs.

### Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

Except as mentioned below, none of the Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013.

Sr. No.	Name of the KMP	Relationship with other KMP
1.	Manoj Kumar Gupta	Husband of Nagendra Bala
2.	Nagendra Bala	Wife of Manoj Kumar Gupta

### Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

### Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Name	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Manoj Kumar Gupta	Re-designated as Chairman and Managing Director	September 21, 2024	To ensure better Corporate Governance and compliance with Companies Act, 2013
Nagendra Bala	Re-designated as Whole Time Director	September 21, 2024	
Nagendra Bala	Appointed as Chief Financial Officer	September 17, 2024	
Prachi Mittal	Appointed as Company Secretary & Compliance Officer	September 17, 2024	

### Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "**Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures**" beginning on page 175 of this Draft Red Herring Prospectus.

### Interest of Directors and KMP's in the property of Our Company:

Our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus with RoC

Except as stated in this section "**Our Management**" or the section titled "**Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures**" beginning on page 120 and 175 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

### Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**Loans given/ availed by Directors/ Key Managerial Personnel of Our Company**

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to “*Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures*” page 175 of this Draft Red Herring Prospectus.

**Employee Stock Options**

Presently, we do not have any ESOP/ ESPS Scheme for our employees.



## OUR PROMOTERS & PROMOTER GROUP

### **OUR PROMOTERS:**

Manoj Kumar Gupta and Nagendra Bala are the promoters of our Company.

As on date of this Draft Red Herring Prospectus, our promoters, in aggregate, hold 41,99,616 equity shares of our Company, representing 99.99% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share Capital held by our Promoters*", on page 57 of this Draft Red Herring Prospectus.

### **Brief profile of our Promoters is as under:**



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#### **Manoj Kumar Gupta**

Manoj Kumar Gupta, aged 43 years, is the Promoter, Chairman and Managing Director of our Company. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has an extensive experience of over 24 years in the coaching industry. He has been on the board of our Company since incorporation. He plays an active role in the day-to-day operations, strategic planning, marketing and human resource management of our Company. For further details, please refer to "*Our Management*" on page 120 of this DRHP.

**Date of Birth:** March 25, 1981

**PAN:** AEXPG5615G

**Address:** 99, Barkat Nagar, Indian Public School, Tonk Fatak, Lal Kothi, Jaipur, Rajasthan-302015

**Other Directorship held:**

Forgrad classes Private Limited

**Other Ventures:**

Manoj Kumar Gupta HUF

M/s Manoj Kumar Gupta, sole proprietorship firm

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### **Nagendra Bala**

Nagendra Bala, aged 42 years, is the Promoter, Whole Time Director and Chief Financial Officer of our Company. She has completed her Master of Commerce from the University of Rajasthan. She has joined our Company in May, 2020 and has been looking after the finance function of our Company. She has an overall experience of over 4 years in the finance management. For further details, please refer to “*Our Management*” on page 120 of this DRHP.

**Date of Birth:** July 11, 1982

**PAN:** AMBPB2341J

**Address:** 99, Barkat Nagar, Indian Public School, Tonk Fatak, Lal Kothi, Gandhi Nagar, Jaipur, Rajasthan-302015

**Other Directorship held:** NIL

**Other Ventures:**

- M/s. Mapple Collaborations, sole proprietorship firm

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For brief profile of our Promoters, please refer to Chapter “*Our Management*” beginning on page 120 of this Draft Red Herring Prospectus for details.

### **Confirmations:**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of the Promoters will be submitted at the time of submission of this Draft Red Herring Prospectus to the NSE for listing of the securities of our Company on Emerge Platform of NSE.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as willful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of ;(ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Our Promoters have not been declared as fugitive economic offenders as defined under the SEBI (ICDR) Regulations.

### **Change in the control of our Company:**

Mr. Manoj Kumar Gupta and Mr. Ritesh Rastogi were the initial subscribers and original promoters of our Company. Further, on May 27, 2020, Mr. Ritesh Rastogi transferred his entire shareholding i.e. 69,970 equity shares constituting 49.98% of the paid-up share capital of the Company to Mr. Manoj Kumar Gupta. He also ceased to be the director of the Company. Further, Mrs. Nagendra Bala was appointed as Executive Director of the Company w.e.f May 25, 2020. For further details in relation to the acquisition of equity shares of our Company by Mr. Manoj Kumar Gupta, please refer “*Capital Structure – Buildup of the shareholding of our Promoters in our Company*” on page 57.

### **Interest of our Promoters:**

**i. Interest in promotion and shareholding of Our Company:**

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, our Promoters, Manoj Kumar Gupta and Nagendra Bala collectively holds 41,99,616 equity shares of our Company i.e. 99.99% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them. For details, please refer to **“Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures”** beginning on page 175 of this Draft Red Herring Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 56 of this Draft Red Herring Prospectus.

**ii. Interest in the property of Our Company:**

None of our Promoters have any 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 or in any transaction by our Company with respect of acquisition of any property or land or construction of building or supply of machinery.

**iii. Other Interests in our Company**

For transactions in respect of loans and other monetary transactions entered in past please refer **“Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures”** on page 175 of this Draft Red Herring Prospectus.

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favor of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 184 of this Draft Red Herring Prospectus.

**Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

Save and except as disclosed under **“Compensation of our Managing Director”** in the chapter titled **“Our Management”** beginning on page 123 of this Draft Red Herring Prospectus and also refer **“Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures”** on page 175 of this Draft Red Herring Prospectus forming part of **“Financial Information of the Company”**, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus

**Companies/Firms with which our Promoters have disassociated in the last (3) three years**

Except as mentioned below, none of our promoters have disassociated themselves from any of the Company, firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

<b>Name of Promoter</b>	<b>Name of Company</b>	<b>Date of Cessation</b>	<b>Reason for Disassociation</b>
Mr. Manoj Kumar Gupta	Upward Education Private Limited	June 08, 2022	Due to pre- occupation
Mrs. Nagendra Bala			Due to pre- occupation

**Other ventures of our Promoter**

Save and except as disclosed in this section titled **“Our Promoter & Promoter Group”** beginning on page 134 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

### Litigation details pertaining to our Promoter

For details on litigations and disputes involving our Promoters, please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 196 of this Draft Red Herring Prospectus.

### Experience of Promoters in the line of business

Our Promoters have adequate experience in the business activities undertaken by our Company. For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled “*Our Management*” beginning on page 120 of this Draft Red Herring Prospectus.

### Related Party Transactions

Except as stated in “*Financial information of the Company – Annexure J(i), J(ii) and J(iii) - Related Party Disclosures*” beginning on page 175 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

### OUR PROMOTER GROUP:

In addition to the Promoters named above, the following natural persons are part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018:

#### i. Individuals forming part of the Promoter Group:

Relationship with Promoters	Mr. Manoj Kumar Gupta	Mrs. Nagendra Bala
Father	Mahaveer Prasad Gupta	Prem Chand Gupta
Mother	Munni Devi Gupta	Sharda Gupta
Spouse	Nagendra Bala	Manoj Kumar Gupta
Brother	-	Anil Gupta
Sister	Laxmi Agarwal	Arti Gupta
Sister	Jyoti Modi	-
Son	-	-
Daughter	Tarunima Gupta	Tarunima Gupta
Daughter	Tisha Radhika Gupta	Tisha Radhika Gupta
Spouse’s Father	Prem Chand Gupta	Mahaveer Prasad Gupta
Spouse’s Mother	Sharda Gupta	Munni Devi Gupta
Spouse’s Brother	Anil Gupta	-
Spouse’s Sister	Arti Gupta	Laxmi Agarwal
Spouse’s Sister	-	Jyoti Modi

#### ii. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives are a member.	1. Forgrad classes Private Limited
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	NIL

Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent.	<ol style="list-style-type: none"> <li>1. Manoj Kumar Gupta HUF</li> <li>2. M/s. Manoj Kumar Gupta, sole proprietorship firm</li> <li>3. M/s. Mapple Collaborations, sole proprietorship firm</li> </ol>
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**iii. Other persons included in Promoter Group:**

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018.

## DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of, or may enter into, to finance our fund requirements for our business activities. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years Further, our Company has not declared any dividend in the current Fiscal 2024. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled “**Risk Factors**” on page 26 of this Draft Red Herring Prospectus.

## SECTION VI – FINANCIAL INFORMATION OF THE COMPANY

### INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To  
**The Board of Directors**  
**Mittal Commerce Classes Limited**  
**(Formerly known as Mittal Commerce Classes**  
**Private Limited)**  
Plot No. 12, Tonk Road, Rishi Colony,  
Jaipur, Rajasthan, India, 302015.

**Dear Sir,**

1. We have examined the attached restated financial statements of **MITTAL COMMERCE CLASSES LIMITED (hereinafter referred to as “the Company”)**(formed by conversion of a Private Limited Company i.e. “Mittal Commerce Classes Private Limited”, under the provisions of Companies Act, 2013 on February 09, 2010) comprising the Restated Statement of Assets and Liabilities as at March 31 2022, 2023,2024 and June 30,2024, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period ended March 31 2022,2023, 2024 and June 30, 2024, the Summary Statement of Significant Accounting Policies, the Annexures and Annexure as forming part of these Restated Financial Statements (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on , for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (“Draft Offer Document/Offer Document”) prepared by the Company in connection with its proposed SME Initial Public Offer.

These Restated Summary Statements for offer of equity shares (“SME IPO”) prepared in accordance with the requirements of:

- (i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**ICDR Regulations**”) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“**SEBI**”)
  - (iii) The terms of reference to our engagements with the Company letter dated 05<sup>th</sup> September, 2024 requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of relevant stock Exchange. (“**IPO**” or “**SME IPO**”); and
  - (iv) The Guidance Annexure on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Annexure**”)
2. The Company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Jaipur in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Annexure.
  3. **We, Maheshwari and Company** Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds the peer review certificate dated 09 February 2023 valid till 28 February 2026. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.

4. These Restated Financial Statement have been compiled by the management of the company from Audited Financial Statements of the company as at period ended 30<sup>th</sup> June 2024 and as at year ended 31st March 2024,2023,2022 prepared in accordance with Accounting Standard as specified under section 133 of the Act and other accounting principles generally accepted in India which have been approved by the Board of Directors.
5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Annexure and Engagement Letter, we report that:
  - (i) The “**Restated statement of asset and liabilities**” of the Company as at June 30, 2024, March 31 2024, 2023, 2022 examined by us, as set out in **Annexure A** to this report read with significant accounting policies in **Annexure D** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Annexures to the restated summary statements to this report.
  - (ii) The “**Restated statement of profit and loss**” of the Company for the period ended on June 30, 2024 and For the year ended on March 31 2024,2023,2022 examined by us, as set out in **Annexure B** to this report read with significant accounting policies in **Annexure D** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Annexures to the restated summary statements to this report.
  - (iii) The “**Restated statement of cash flows**” of the Company for the period ended June 30, 2024 and year ended on March 31,2024,2023,2022 examined by us, as set out in **Annexure C** to this report read with significant accounting policies in **Annexure D** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Annexures to restated summary statements to this report.
6. Based on our examination, we are of the opinion that the restated financial statements have been prepared after incorporating:
  - a) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
  - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
  - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - d) There are no qualifications in the Audit Reports issued by the Statutory Auditors for the stub period ended on 30<sup>th</sup> June, 2024 and financial year ended on 31st March 2024, 2023,2022 which would require adjustments in this Restated Financial Statements of the Company.
  - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Annexures to Accounts as set out in Annexure D to this report.
7. Audit of **MITTAL COMMERCE CLASSES LIMITED** (erstwhile Private Limited ‘Mittal Commerce Classes Private Limited’) for the period ended 30<sup>th</sup> June 2024 and for the year ended 31st March 2024,2023, 2022 is conducted by **us**.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended on 30<sup>th</sup> June, 2024 and year ended March 31 2024, 2023, 2022 proposed to be included in the Draft Offer Document/ Offer Document.

**Annexure to restated financial statements of the Company: -**



1. Summary statement of assets and liabilities, as restated as appearing in Annexure A;
  2. Summary statement of profit and loss, as restated as appearing in Annexure B;
  3. Summary statement of cash flows as restated as appearing in Annexure C;
  4. Restated significant accounting policies and Annexures to accounts as appearing in Annexure D;
  5. Share capital as restated as appearing in Annexure A.1 to this report;
  6. Reserves and surplus as restated as appearing in Annexure A.2 to this report;
  7. Long-term borrowings as restated as appearing in Annexure A.3 to this report;
  8. Long-term provisions as restated as appearing in Annexure A.4 to this report;
  9. Deferred tax asset/liability (Net) as restated as per Annexure A.5 to this report;
  10. Short-term borrowings as restated as appearing in Annexure A.6 to this report;
  11. Trade payables as restated as appearing in Annexure A.7 to this report;
  12. Other current liabilities as restated as appearing in Annexure A.8 to this report;
  13. Short-term provisions as restated as appearing in Annexure A.9 to this report;
  14. Property, Plant & Equipment as restated as appearing in Annexure A.10 to this report;
  15. Long Term Loans & Advances as restated as appearing in Annexure A.11 to this report;
  16. Inventories as restated as appearing in Annexure A.12 to this report;
  17. Trade receivables as restated as appearing in Annexure A.13 to this report;
  18. Cash & cash equivalents as restated as appearing in Annexure A.14 to this report;
  19. Short-term loans & advances as restated as appearing in Annexure A.15 to this report;
  20. Other current assets as restated as appearing in Annexure A.16 to this report;
  21. Revenue from operations as restated as appearing in Annexure B.1 to this report;
  22. Other income as restated as appearing in Annexure B.2 to this report;
  23. Cost of material Consumed as restated as appearing in Annexure B.3 to this report;
  24. Changes in Inventories of Finished Goods, WIP & Stock in Trade as restated as appearing in Annexure B.4 to this report;
  25. Employees benefit expenses as restated as appearing in Annexure B.5 to this report;
  26. Finance costs as restated as appearing in Annexure B.6 to this report;
  27. Depreciation and amortization expenses as restated as appearing in Annexure B.7 to this report;
  28. Other expenses as restated as appearing in Annexure B.8 to this report;
  29. Deferred tax asset/liability charged to Profit & Loss as restated as appearing in Annexure B.9 to this report;
  30. Statement of Material Adjustment as restated as appearing in Annexure E to this report
  31. Tax shelter as restated as restated as appearing in Annexure F to this report;
  32. Capitalisation statement as at 30 June 2024 as restated as appearing in Annexure G to this report;
  33. Contingent liabilities as restated as appearing in Annexure H to this report;
  34. Statement of accounting ratios & additional Information as restated as appearing in Annexure I to this report;
  35. Related party transactions as restated as appearing in Annexure J(i), J(ii), J(iii) to this report;
  36. Additional Disclosures as appearing in Annexure K to this report;
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned above.
  10. 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.
  11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
  12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  13. In our opinion, the above financial information contained in Annexure A to K of this report read with the respective significant accounting policies and Annexures to restated summary statements as set out in Annexure D are prepared after making adjustments and regrouping as considered appropriate and have been

prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Annexure.

14. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/ Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
15. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023,

Based on our examination which included test checks and information given to us, the Company has used accounting software's for maintaining its books of account, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software's, hence we are unable to comment on audit trail feature of the said software.

**Yours sincerely,**

**For Maheshwari & Co  
Chartered Accountants  
FRN: 105834W**

**Sd/-**

**Rakesh Mittal  
(Partner)  
M No: 403017**

**Date:-07-11-2024  
Place:-Jaipur  
UDIN:- 24403017BKATJM9662**

**ANNEXURE – A**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

*(Rs. in Lakhs)*

Sr. No.	Particulars	Annexure No.	As at June 30, 2024	As at March 31st		
				2024	2023	2022
<b>A.</b>	<b>Equity and Liabilities</b>					
<b>1</b>	<b>Shareholders' Funds</b>					
	Share Capital	<b>A.1</b>	420.00	224.00	14.00	14.00
	Reserves & Surplus	<b>A.2</b>	110.06	202.73	71.61	64.40
	<b>Share application money pending allotment</b>		-	-	-	-
<b>2</b>	<b>Non-Current Liabilities</b>					
	Long-Term Borrowings	<b>A.3</b>	48.76	31.99	55.91	14.77
	Other Non-Current Liabilities					
	Long-Term Provisions	<b>A.4</b>	2.90	2.54	3.40	3.34
	Deferred Tax Liabilities (Net)	<b>A.5</b>	-	-	-	-
<b>3</b>	<b>Current Liabilities</b>					
	Short Term Borrowings	<b>A.6</b>	31.55	40.15	58.83	62.10
	Trade Payables :	<b>A.7</b>				
	(A) total outstanding dues of micro enterprises and small enterprises; and				-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		33.61	58.89	45.14	124.11
	Other Current Liabilities	<b>A.8</b>	20.98	33.86	145.05	-
	Short Term Provisions	<b>A.9</b>	212.98	161.07	28.05	37.03
	<b>Total</b>		<b>880.86</b>	<b>755.23</b>	<b>422.00</b>	<b>319.76</b>
<b>B.</b>	<b>Assets</b>					
<b>1</b>	<b>Non-Current Assets</b>					
	Property, Plant and Equipment					
	Tangible Assets	<b>A.10</b>	201.33	183.01	126.08	127.49
	Intangible Assets	<b>A.10</b>	14.97	13.26	0.34	0.34
	Capital Work in progress		-	-	8.93	-
	Deferred Tax Assets	<b>A.5</b>	6.49	6.16	8.71	7.31
	Long Term Loans & Advances	<b>A.11</b>	15.98	15.98	22.61	12.91
	Other Non Current Assets				-	-
<b>2</b>	<b>Current Assets</b>					
	Current Investments		-	-	-	-
	Inventories	<b>A.12</b>	24.36	25.10	11.27	-
	Trade Receivables	<b>A.13</b>	9.35	9.35	6.35	13.70
	Cash and Bank Balances	<b>A.14</b>	58.63	54.10	25.70	32.11
	Short-Term Loans and Advances	<b>A.15</b>	409.97	312.58	180.58	125.87
	Other Current Assets	<b>A.16</b>	139.79	135.70	31.43	0.03
	<b>Total</b>		<b>880.86</b>	<b>755.23</b>	<b>422.00</b>	<b>319.76</b>

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,B & C.

**ANNEXURE – B**  
**RESTATED STATEMENT OF PROFIT AND LOSS**

*(Rs. in Lakhs)*

Sr. No.	Particulars	Annexure No.	For the 3 months period ended June 30, 2024	For The Year Ended March 31,		
				2024	2023	2022
<b>A.</b>	<b>Revenue:</b>					
	Revenue from Operations	<b>B.1</b>	442.31	1360.81	750.44	203.49
	Other income	<b>B.2</b>	1.63	0.53	0.00	20.92
	<b>Total Income</b>		<b>443.94</b>	<b>1361.34</b>	<b>750.44</b>	<b>224.41</b>
<b>B.</b>	<b>Expenses:</b>					
	Cost Of Material Consumed	<b>B.3</b>	0.00	0.00	0.00	0.00
	Change in Inventories of WIP, Finished Goods & Stock in Trade	<b>B.4</b>	0.74	(13.83)	(11.27)	-
	Employees Benefit Expenses	<b>B.5</b>	120.84	420.74	394.67	106.61
	Finance costs	<b>B.6</b>	1.65	14.35	6.09	6.69
	Depreciation and Amortization	<b>B.7</b>	10.30	33.69	28.71	30.75
	Other expenses	<b>B.8</b>	172.36	447.40	311.62	66.91
	<b>Total Expenses</b>		<b>305.89</b>	<b>902.35</b>	<b>729.81</b>	<b>210.97</b>
	<b>Profit before exceptional and extraordinary items and tax</b>		<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
	Exceptional Items			-	-	-
	<b>Profit before extraordinary items and tax</b>		<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
	Extraordinary items			-	-	-
	<b>Profit before tax</b>		<b>138.05</b>	<b>458.99</b>	<b>20.63</b>	<b>13.44</b>
	<b>Tax expense :</b>					
	Current tax		35.04	115.32	14.83	2.74
	Deferred Tax	<b>B.9</b>	(0.33)	2.55	(1.40)	(2.42)
	Profit (Loss) for the period from continuing operations		<b>103.34</b>	<b>341.12</b>	<b>7.20</b>	<b>13.12</b>
	<b>Earning per equity share in Rs.:</b>					
	(1) Basic		2.46	8.12	0.17	0.31
	(2) Diluted		2.46	8.12	0.17	0.31

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, Statement of Balance Sheet and cash flows appearing in Annexure D,A&C.

**ANNEXURE – C**  
**RESTATED STATEMENT OF CASH FLOWS**

(Rs. in Lakhs)

Particulars	For the 3 months period ended June 30,2024	For The Year Ended March 31,		
		2024	2023	2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit/ (Loss) before tax	138.05	458.99	20.63	13.44
Adjustments for:				
Depreciation	10.30	33.69	28.71	30.75
Finance costs	1.65	14.35	6.09	6.69
Interest and other income	(1.31)	(0.47)	-	(20.92)
Profit on sale of Fixed Assets/Investments	(0.32)	(0.06)	-	
Adjustment from provision for depreciation	-	(4.56)	(15.40)	-
Adjustment for Gratuity	0.36	(0.86)	0.06	3.34
<b>Operating profit before working capital changes</b>	<b>148.73</b>	<b>501.08</b>	<b>40.08</b>	<b>33.30</b>
Movements in working capital :				
(Increase)/Decrease in Inventories	0.74	(13.83)	(11.27)	-
(Increase)/Decrease in Trade Receivables	-	(3.00)	7.35	(8.95)
(Increase)/Decrease in Short Term Loans & Advances	(97.39)	(132.00)	(54.72)	(1.41)
(Increase)/Decrease in Other Current Assets	29.52	(104.27)	(31.40)	0.13
Increase/(Decrease) in Trade Payables	(58.89)	13.74	(78.96)	(23.77)
Increase/(Decrease) in Other Current Liabilities	(12.88)	(111.19)	145.05	-
Increase/(Decrease) in short term provision	51.91	133.02	(8.97)	(42.70)
<b>Cash generated from operations</b>	61.73	283.54	7.16	(43.40)
Net Income Tax Paid/Refunded	35.04	115.32	14.83	2.74
<b>Net Cash flow from /(used in) Operating activities:(A)</b>	<b>26.69</b>	<b>168.22</b>	<b>(7.67)</b>	<b>(46.14)</b>
Profit from sale of fixed assets	0.32	0.06	-	-
Interest income Received	1.31	0.47	-	20.92
Purchase of property,plant & equipment & intangible assets	(33.31)	(103.78)	(31.00)	(8.91)
Sale of property,plant & equipment.	2.98	4.80	19.10	-
Increase/(Decrease) in Long Term Loans & Advances	-	6.63	(9.70)	14.19
Expenditure on capital WIP	-	8.93	(8.93)	-
Sale of Non current investments				17.35
<b>Net Cash flow from /(used in) Investing activities:(B)</b>	<b>(28.70)</b>	<b>(82.89)</b>	<b>(30.53)</b>	<b>43.56</b>
Finance cost paid	(1.65)	(14.35)	(6.09)	(6.69)
Proceeds of Borrowings	323.40	1,372.47	905.60	133.23
Repayment of Borrowing	(315.22)	(1,415.07)	(867.73)	(125.95)
<b>Net cash flow from /(used in) Financing activities:(C)</b>	<b>6.53</b>	<b>(56.96)</b>	<b>31.79</b>	<b>0.58</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>4.52</b>	<b>28.39</b>	<b>(6.41)</b>	<b>(2.00)</b>
<b>Cash and cash equivalents as at the Beginning of the year</b>	<b>54.10</b>	<b>25.70</b>	<b>32.11</b>	<b>34.31</b>
<b>Cash and cash equivalents as at the End of the year</b>	<b>58.63</b>	<b>54.09</b>	<b>25.70</b>	<b>32.31</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and Statement of Balance Sheet appearing in Annexure C, A & B.

**ANNEXURE – D**  
**SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED**  
**FINANCIAL INFORMATION**

**COMPANY OVERVIEW**

Mittal commerce classes Limited was incorporated on February 09, 2010 under the name of “Mittal Commerce Classes Private Limited”, as a private limited Company under the provisions of the Companies Act, 1956, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Rajasthan. Thereafter, the name of the Company was changed from “Mittal Commerce Classes Private Limited” to “Mittal Commerce Classes Limited” vide fresh certificate of incorporation dated September 17, 2024 issued by the Registrar of Companies, Central Processing Centre. The Company operate a network of digitally-enabled educational institutes focused on providing coaching to students for commerce-related courses. It specialize in preparing students for the Chartered Accountancy (CA) and Cost Management Accountancy (CMA) examinations, offering a comprehensive range of courses across different levels, including CA Foundation, CA Intermediate, CA Final and CMA Foundation.

**I. SIGNIFICANT ACCOUNTING POLICIES**

**A. Basis of preparation of Financial Statements:**

The Restated Statement of Assets and Liabilities as at June 30, 2024, March 31 2024, 2023, 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period ended June 30, 2024 and for the year ended March 31 2024, 2023, 2022 the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the company.

These Restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of Financial Statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**B. Use of Estimates**

The preparation of financial statements is in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**C. Accounting Convention**

The Company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these restated financial statements:

**1. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

For the current financial year the period from 01-4-2024 to 31-03-2025, total actual fees received have been divided in two parts. This division is due to some batches spanning multiple period, such as upto 30-06-2024 and from 01-07-24 onwards. The revenue related to for the period from 01-4-2024 to 30-06-2024 (batch-wise and class-wise) has been reported as income for that period. The remaining revenue, which pertains for the Period Exceeding 30th June 2024, has been deferred to the following Period and is categorized under the head advance from students.

Regarding expenditure the advertisement expenses and Business Event Expenses have been also deferred to the next financial year. These expenses are related to the batches spanning F.Y. 2024-25. Consequently all advertisement expenses related up to 30-06-2024 have been recorded as expenses in current period from 01-04-2024 to 30-06-2024, while the remaining amount transferred & had been deferred to the following Period.

Interest income is accrued on a time proportion basis, by reference to the principle outstanding and the effective interest rate applicable.

## **2. Property, Plant and Equipment**

a) Property, Plant and Equipment are stated as per Cost Model i.e., at cost less accumulated depreciation and impairment, if any;

b) Costs directly attributable to acquisition are capitalized until the Property, Plant and Equipment are ready for use, as intended by the management;

c) Subsequent expenditures relating to Property, Plant and Equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;

d) The cost and related accumulated depreciated are eliminated from the Financial Statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit or Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell;

e) Depreciation on fixed assets will be calculated using the Straight Line (SLM) method, which involves applying depreciation rates prescribed under Schedule II to the Companies Act 2013. to the carrying amount of the asset. The carrying amount is reduced each year by the amount of depreciation charged.

f) Depreciation methods, useful lives, and residual values are reviewed periodically, including at each financial year end;

## **3. IMPAIRMENT**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## **4. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS**

Defined-contribution plans:

All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

The Company's contribution to Provident Fund is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis.

The Group has made provision for payment of Gratuity and Leave Encashment to its employees. This Provision is made as per the method prescribed under the Payment of Gratuity Act. The cost of providing gratuity and Leave Encashment under this plan is determined on the basis of actuarial valuation at year end.

## **5. INVENTORY**

Inventories are valued after providing for obsolescence, as follows:

Stock in Trade -Lower of cost and net realizable value. Cost is determined on weighted average basis. Books and periodicals constitute the closing stock for the Company. Closing Stock has been verified by management /Directors.

## **6. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## **7. BORROWING COSTS**

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

## **8. INCOME TAX**

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognized for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

## **9. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Bonus Shares of 21,00,000 Equity Shares of face value of Rs 10 each are issued during the FY 2023-2024 as on dated 07-03-2024 in the ratio of 15:1

Bonus Shares of 19,60,000 Equity Shares of face value of Rs 10 each are issued during the FY 2024-2025 as on dated 03-06-2024 in the ratio of 7:8

## **10. PROVISIONS AND CONTINGENT LIABILITIES**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the



reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## 11. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

## 12. SEGMENT REPORTING

The Company is mainly engaged in providing coaching classes institute services. The entire operation is governed by the same set of risks and returns. As part of our audit procedures, we have considered the company's recent expansion activities, including the establishment of new branches in Kolkata, Delhi, and Jodhpur. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standard 17 on Segmental Reporting issued by Institute of Chartered Accountants of India.

Based on our examination, we confirm that the company's segment reporting adequately reflects the operations and financial performance of its various branches, including those newly established in Kolkata, Delhi, and Jodhpur. The information provided in the segment reporting section of the financial statements presents a comprehensive view of the company's activities across different geographical areas.

However, during opening of new branches some expenses and assets relates to particular branches has been incurred by H.O. level.

## 13. EMPLOYEE BENEFITS

The Company has adopted Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

(Rs. In Lakhs)				
Particulars	30-06-2024	31-03-2024	31-03-2023	31-03-2022
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>				
Present value of unfunded obligations Recognized	2.91	2.55	4.69	4.37
<b>Net Liability</b>	<b>2.91</b>	<b>2.55</b>	<b>4.69</b>	<b>4.37</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>				
Current Service Cost	0.40	1.44	1.47	0
Interest on Defined Benefit Obligation	0.05	0.34	0.32	0
Expected Return on Plan Assets	-	-	-	-
Net actuarial losses (gains) recognised in the year	-0.08	-3.93	-1.46	4.37
Total, Included in "Salaries, Allowances & Welfare"	<b>0.36</b>	<b>-2.15</b>	<b>0.32</b>	<b>4.37</b>
<b>3.Changes in the present value of defined benefit obligation:</b>				
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	2.55	4.69	4.37	0
Service cost	0.40	1.44	1.47	0
Interest cost	0.05	0.34	0.32	0
Expected Return on Plan Assets	-	-	-	-
Net actuarial losses (gains) recognised in the year	-0.08	-3.93	-1.46	4.37
Benefit paid by the Company	-	-	-	-
Contribution made by the Company	-	-	-	-
<b>Defined benefit obligation as at the end of the year/period</b>	<b>2.91</b>	<b>2.55</b>	<b>4.69</b>	<b>4.37</b>

<b>Benefit Description</b>				
Benefit type:		Gratuity Valuation as per Actuarial		
Retirement Age:	<b>60 years</b>	<b>60 years</b>	<b>60 years</b>	<b>60 years</b>
Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>				
Future Salary Rise:	<b>5.00% P.A.</b>	<b>5.00% P.A.</b>	<b>5.00% P.A.</b>	<b>5.00% P.A.</b>
Discount rate per annum:	<b>7.00%P.A.</b>	<b>7.25%P.A.</b>	<b>7.25%P.A.</b>	<b>7.25%P.A.</b>
Attrition Rate:	<b>10% P.A. depending on age</b>			
Mortality Rate:	<b>IALM (2012-2014)</b>			
Current liability	0.01	0.01	1.29	1.02
Non-Current liability	2.90	2.54	3.40	3.34

## II. NOTES TO RESTATED SUMMARY STATEMENTS:

### 1. **Contingent liabilities and commitments (to the extent not provided for)**

A disclosure for a contingent liability reported in the notes to restated financial restatements when there is a possible obligation that may, require an outflow of the Company's resources.

### 2. **Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

Outstanding dues of Micro or Small-Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act is Nil, the Company has disclosed the same as required by Schedule III to the Companies Act, 2013. As per statement given by management there is no any outstanding amount regarding the MSME Enterprises.

### 3. **Related Party Transactions:**

Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the **Annexure-J** of the enclosed financial statements.

### 4. **Auditors' Remuneration:**

Particulars	For the 3 months period ended June 30,2024	(Rs. In Lakhs)		
		For the Year Ended March 31,		
		2024	2023	2022
Statutory Audit fees	0.35	1.10	0.20	0.20
Tax Audit fees	-	0.30	0.10	0.10
<b>Total</b>	<b>0.35</b>	<b>1.40</b>	<b>0.30</b>	<b>0.30</b>

5. Figures have been rearranged and regrouped wherever practicable and considered necessary.

6. 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 to be provided for.

7. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

### 8. **Realizations**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

### 9. **Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

### 10. **Impact of Audit Qualifications/Observations on Statutory Auditor's Report on Financial Statements**

There have been no audit qualifications/observations in Statutory Auditor's Report for Apr.'24 to June'24, F.Y. 2023-24, 2022-23 and 2021-22 which requires adjustments in restated financial statements.

## **11. Amounts in the Restated Financial Statements**

Amounts in the Financial Statements are rounded off to nearest lacs. Figures in brackets indicate negative values.

**Annexure – A.1**  
**Restated Statement of Share Capital**

(Rs. in Lakhs)

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Equity Share Capital</b>				
<b>Authorised Share Capital</b>				
<b>No. of Shares (In Nos.)</b>	<b>60,00,000</b>	<b>60,00,000</b>	<b>2,50,000</b>	<b>2,50,000</b>
Equity Shares of Rs. 10 Each	600.00	600.00	25.00	25.00
<b>Total</b>	<b>600.00</b>	<b>600.00</b>	<b>25.00</b>	<b>25.00</b>
<b>Issued, Subscribed &amp; Fully Paid Up Share Capital</b>				
<b>No. of Shares (In Nos.)</b>	<b>42,00,000</b>	<b>22,40,000</b>	<b>1,40,000</b>	<b>1,40,000</b>
Equity Shares of Rs. 10 Each	420.00	224.00	14.00	14.00
<b>Total</b>	<b>420.00</b>	<b>224.00</b>	<b>14.00</b>	<b>14.00</b>

**A.1.1 Right, Preferences and Restrictions attached to Shares :**

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

**Notes :**

**A.1.2 Reconciliation of Number of Shares**

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Equity Share Capital</b>				
Shares outstanding at the beginning of the year	22,40,000	1,40,000	1,40,000	1,40,000
Shares issued during the year (Bonus Issue)	19,60,000	21,00,000		
Shares issued during the year (Preferential Issue)		-		
Share outstanding at the end of the year	<b>42,00,000</b>	<b>22,40,000</b>	<b>1,40,000</b>	<b>1,40,000</b>
<b>Bonus Equity Shares</b>				
Bonus Shares having face value of Rs 10 each are issued during the FY 2023-2024 as on dated 07-03-2024 in the ratio of 15:1	-	21,00,000	-	-
Bonus Shares having face value of Rs 10 each are issued during the FY 2024-2025 as on dated 03-06-2024 in the ratio of 7:8	19,60,000	-	-	-
Total No. of Bonus Shares Issued till the date of restated financials	<b>19,60,000</b>	<b>21,00,000</b>	<b>-</b>	<b>-</b>

**A.1.3 Equity Share Capital Movement**

Particulars	As at June 30,2024	As at March 31st				
		2024	2023	2022	2021	2020
<b>Equity Share Capital</b>						
<b>Authorised Share Capital</b>						
<b>No. of Shares (In Nos.)</b>	<b>60,00,000</b>	<b>60,00,000</b>	<b>2,50,000</b>	<b>2,50,000</b>	<b>250000</b>	<b>250000</b>

<b>Total</b>	<b>60,00,000</b>	<b>60,00,000</b>	<b>2,50,000</b>	<b>2,50,000</b>	<b>2,50,000</b>	<b>2,50,000</b>
<b>Issued, Subscribed &amp; Fully Paid Up Share Capital</b>						
<b>No. of Shares (In Nos.)</b>	<b>42,00,000</b>	<b>22,40,000</b>	<b>1,40,000</b>	<b>1,40,000</b>	<b>140000</b>	<b>140000</b>
<b>Total</b>	<b>42,00,000</b>	<b>22,40,000</b>	<b>1,40,000</b>	<b>1,40,000</b>	<b>1,40,000</b>	<b>1,40,000</b>
Change in No. of Shares	19,60,000	21,00,000	-	-	-	-
Change (in %)	88%	1500%	0%	0%	0%	

**Note:**

Bonus Shares having face value of Rs 10 each are issued during the FY 2023-2024 as on dated 07-03-2024 in the ratio of 15:1

Bonus Shares having face value of Rs 10 each are issued during the FY 2024-2025 as on dated 03-06-2024 in the ratio of 7:8

**A.1.4 Details of Shareholding more than 5% of the aggregate shares in the company**

Name of Shareholder	30-Jun-24		31-Mar-24		31-Mar-23		31-Mar-22	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Manoj Kumar Gupta	4199316	99.98%	2239636	99.98%	1,39,978	99.98%	1,39,978	99.98%
<b>Total</b>	<b>4199316</b>	<b>99.98%</b>	<b>2239636</b>	<b>99.98%</b>	<b>1,39,978</b>	<b>99.98%</b>	<b>1,39,978</b>	<b>99.98%</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

A.1.5 Shareholding of Promoters								
Name of Promoter	30-Jun-24		31-Mar-24		31-Mar-23		31-Mar-22	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Manoj Kumar Gupta	4199316	99.98%	2239636	99.98%	1,39,978	99.98%	1,39,978	99.98%
Nagendra Bala	300	0.07%	160	0.71%	10	0.71%	10	0.71%

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

A.1.6 Change in Shareholding of Promoters								
Name of Promoter	30-Jun-24		31-Mar-24		31-Mar-23		31-Mar-22	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Manoj Kumar Gupta	4199316	99.98%	2239636	99.98%	1,39,978	99.98%	1,39,978	99.98%
Change	1959680	-	2099658	-	-	0.00%	-	0.00%
Nagendra Bala	300	0.01%	160	0.01%	10	0.01%	10	0.01%
Change	140	-	150	-	-		-	

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

**Annexure – A.2**  
**Restated Statement of Reserves and Surplus**

(Rs. in Lakhs)

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Reserves &amp; Surplus</b>				
<b>1. Securities Premium</b>				
Balance as at the beginning of the year	-	91.00	91.00	91.00
Addition during the year	-	-	-	-
Issued for Bonus Issue	-	91.00	-	-
Balance as at the end of the year	-	-	<b>91.00</b>	<b>91.00</b>
<b>Balance in Statement of Profit &amp; Loss</b>				
Balance as at the beginning of the year	202.73	(19.39)	(26.60)	(39.71)
Add: Profit/ (Loss) for the year	103.34	341.12	7.20	13.12
Less: Prior Period Items				-
Less : Proposed Dividend				-
Less: Bonus Shares Issued	196.00	119.00	-	-
Balance as at the end of the year	<b>110.06</b>	<b>202.73</b>	<b>(19.39)</b>	<b>(26.60)</b>
<b>Grand Total</b>	<b>110.06</b>	<b>202.73</b>	<b>71.61</b>	<b>64.40</b>

Note A.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C.

Note A.2.2 : The company does not have any revaluation reserve

**Annexure – A.3**  
**Restated Statement of Long Term Borrowings**

(Rs. in Lakhs)

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Secured:</b>				
From Bank:				
Car Loan	12.23	4.36	1.87	10.57
Term Loan				-
<b>Unsecured:</b>				
Loan from Bank/NBFC	36.53	27.63	54.04	4.20
Loan from Directors	-	-	-	-
Others				-
<b>Total</b>	<b>48.76</b>	<b>31.99</b>	<b>55.91</b>	<b>14.77</b>

Note A.3.1: There were no re-schedulement or default in the repayment of loans taken by the Company.

Note A.3.2 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.3.3 & A.3.4							
STATEMENT OF PRINCIPAL TERMS OF UNSECURED LOANS (Amount in Lacs)							
Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule(EMI AMT * TENURE)	Moratorium	Outstanding amount as on (as per Books)
							30.06.2024
From Banks & NBFC							

Hdfc Bank Loan (121514)	Business	25.00	Nil	15.25%	121514*24	NA	10.27
Icici Bank Loan (138329)	Business	50.00	Nil	14.50%	138329*48	NA	36.53
Idfc First Bank Loan (32541367)	Business	3.63	Nil	9.25%	11528*48	NA	0.11
Indusind Bank-Loan	Business	4.60	Nil	9.25%	NA	NA	0.43
Clix Capital 000001311	Business	4.57	Nil	14%	15619*49	NA	0.46
Fullerton India Credit (025702410718568)	Business	3.19	Nil	14%	10903*49	NA	0.21
<b>Total</b>		<b>90.99</b>					<b>48.02</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS (Amount in Lacs)							
Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule (EMI AMT * TENURE)	Moratorium	Outstanding amount as on (as per Books)
							30.06.2024
Kotak Loan CF-19215047	Business	5.21	Hypothecation of vehicle	14.31%	17770*36	NA	0.18
Kotak Loan CF-19215062	Business	6.01	Hypothecation of vehicle	14.31%	20500*36	NA	0.20
HDFC Bank Car Loan (Tata Tiago)	Business	7.06	Hypothecation of vehicle	9.25%	14747*60	NA	7.06
HDFC Bank Car Loan Wagon-R	Business	6.09	Hypothecation of vehicle	9.15%	12686*60	NA	5.17
Icici Bank 728505500024 (Bank O/D)	Business	50.00	Residential House Property of Director	10.25%	NA	NA	19.68
<b>Total</b>		<b>74.37</b>					<b>32.29</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C.

**Annexure – A.4**  
**Restated Statement of Long Term Provisions**

*(Rs. in Lakhs)*

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
Provision for Gratuity	2.90	2.54	3.40	3.34
<b>Grand Total</b>	<b>2.90</b>	<b>2.54</b>	<b>3.40</b>	<b>3.34</b>

Note A.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.5**  
**Restated Statement of Deferred Tax Assets/(Liabilities) (Net)**

*(Rs. in Lakhs)*

Particulars	As at March 31st
-------------	------------------

	As at June 30,2024	2024	2023	2022
<b>Deferred Tax Liability</b>				
Related to Fixed Assets	-	-	-	-
Loss Carried forward				-
<b>Total (a)</b>	-	-	-	-
<b>Deferred Tax Assets</b>				
Related to Fixed Assets & Gratuity	6.49	6.16	8.71	7.31
Loss Carried forward				
<b>Total (b)</b>	<b>6.49</b>	<b>6.16</b>	<b>8.71</b>	<b>7.31</b>
<b>Net deferred tax asset/(liability){(b)-(a)}</b>	<b>6.49</b>	<b>6.16</b>	<b>8.71</b>	<b>7.31</b>

Note A.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.6**  
**Restated Statement of Short term Borrowings**

*(Rs. in Lakhs)*

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Secured:</b>				
From Bank - CC	19.68	4.37	21.80	(0.55)
Current Maturities of Long Term Loan	0.38	2.94	8.70	7.94
<b>Unsecured:</b>				
Current Maturities of Unsecured Loan:-				
Loan From Bank	10.82	26.41	24.54	2.63
Loan From Financial Institutions	0.67	1.43	3.29	11.68
Loan From Related Party	0.00	0.00	0.50	9.41
Loan from Directors	0.00	5.00	0.00	31.00
<b>Total</b>	<b>31.55</b>	<b>40.15</b>	<b>58.83</b>	<b>62.10</b>

Note A.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.7**  
**Restated Statement of Trade Payables**

*(Rs. in Lakhs)*

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
Trade Payables due to				
- Micro and Small Enterprises	-	-	-	-
<b>- Others</b>				
- Promoter/Promoter Group	-	-	-	-
- Others				
Outstanding for a period <b>not</b> exceeding one year	33.49	58.87	43.05	105.39
Outstanding for a period exceeding one year	0.11	0.02	2.09	18.72
<b>Total</b>	<b>33.61</b>	<b>58.89</b>	<b>45.14</b>	<b>124.11</b>

Note A.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.8**  
**Restated Statement of Other Current Liabilities**



(Rs. in Lakhs)

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
Adv. Received from Students	1.10	33.08	145.05	-
HDFC Credit card	0.73	0.78	-	-
Deffered Revenue	19.15	-	-	-
<b>Grand Total</b>	<b>20.98</b>	<b>33.86</b>	<b>145.05</b>	<b>-</b>

Note A.8.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.9**  
**Restated Statement of Short Term Provisions**

(Rs. in Lakhs)

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Others</b>				
Outstanding Liability for Expenses	38.32	23.80	14.66	2.01
Audit fees Payable	1.10	0.75	0.30	0.30
Security Deposit Bhilwara (Riya Tanwar)	-	-	-	2.00
Security Deposit Bhilwara (Data Ram Yadav)	-	-	-	1.25
<b>Provisions</b>				
Provisions for Income Tax	152.67	114.66	2.62	1.69
TDS Payable	8.83	(4.10)	6.55	10.00
ESI Payable	0.19	0.18	0.18	0.18
GST Payable	11.04	24.94	1.74	17.95
PF Payable	0.83	0.84	0.71	0.62
Provision for Gratuity	0.01	0.01	1.29	1.02
<b>Grand Total</b>	<b>212.98</b>	<b>161.07</b>	<b>28.05</b>	<b>37.03</b>

Note A.9.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.10**  
**Restated Statement of Property Plant and Equipment**

As At 30.06.2024

(Rs. in Lakhs)

Particulars	Gross Block			Accumulated Depreciation					Net Block	
	Balance as at 01st Apr 2024	Additions	Deletion/Sale	Balance as at 31st March 2025	Balance as at 01st Apr 2024	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31st March 2025	Balance as at 01st Apr 2024	Balance as at 31st March 2025
<b>A. Property Plant &amp; Equipment</b>										
<b>Tangible Assets</b>										
Motor Car	36.81	10.35	5.35	41.81	14.38	1.21	2.36	13.22	22.43	28.59
CCTV Camera	5.34	1.06		6.40	1.18	0.10	-	1.28	4.17	5.13
Furniture & Fittings	149.34	4.39	-	153.73	111.27	2.57	-	113.84	38.06	39.88
Office Equipments	180.09	12.32		192.42	88.44	3.32	-	91.77	91.65	100.65
Computer	77.70	1.55	-	79.24	58.23	1.90	-	60.13	19.47	19.12
Office Equipments Delhi	5.26	-	-	5.26	0.49	0.25	-	0.74	4.77	4.52
Computer Delhi	1.04	-	-	1.04	0.10	0.05	-	0.15	0.94	0.89
Furniture & Fittings Delhi	0.30	-	-	0.30	0.02	0.01	-	0.03	0.27	0.27
Honda Activa Delhi	0.87	-	-	0.87	0.05	0.03	-	0.08	0.82	0.79
Security system delhi	0.14	-	-	0.14	0.02	0.01	-	0.03	0.12	0.11
Mobile delhi	0.32	1.14	-	1.46	0.01	0.07	-	0.08	0.31	1.38
<b>Intangible Assets</b>										
Trademark	0.46	-	-	0.46	0.01	0.00	-	0.01	0.45	0.45
Mobile Application	13.15	-	-	13.15	0.34	0.62	-	0.97	12.81	12.18
CA Virtual Hub Website	-	2.50		2.50	-	0.16		0.16	-	2.34
<b>Total (A)</b>	<b>470.81</b>	<b>33.31</b>	<b>5.35</b>	<b>498.77</b>	<b>274.54</b>	<b>10.30</b>	<b>2.36</b>	<b>282.48</b>	<b>196.27</b>	<b>216.29</b>

As At 31.03.2024

(Rs. in Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2023	Additions	Deletion/Sale	Balance as at 31st March 2024	Balance as at 01st Apr 2023	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31st March 2024	Balance as at 01st Apr 2023	Balance as at 31st March 2024
<b>A. Property Plant &amp; Equipment</b>										
<b>Tangible Assets</b>										
Motor Car	33.92	7.69	4.80	36.81	14.76	4.18	4.56	14.38	19.17	22.43
CCTV Camera	3.84	1.50	-	5.34	0.90	0.28	-	1.18	2.94	4.17
Furniture & Fittings	135.33	14.01	-	149.34	101.67	9.60	-	111.27	33.65	38.06
Office Equipments	132.69	47.41		180.09	77.08	11.36	-	88.44	55.60	91.65
Computer	65.71	11.99	-	77.70	50.99	7.24	-	58.23	14.72	19.47
Office Equipments Delhi	-	5.26	-	5.26	-	0.49	-	0.49	-	4.77
Computer Delhi	-	1.04	-	1.04	-	0.10	-	0.10	-	0.94
Furniture & Fittings Delhi	-	0.30	-	0.30	-	0.02	-	0.02	-	0.27
Honda Activa Delhi	-	0.87	-	0.87	-	0.05	-	0.05	-	0.82
Security system delhi	-	0.14	-	0.14	-	0.02	-	0.02	-	0.12
Mobile delhi	-	0.32	-	0.32	-	0.01	-	0.01	-	0.31
<b>Intangible Assets</b>										
Trademark	0.34	0.12	-	0.46	0.00	0.00	-	0.01	0.34	0.45
Mobile Application	-	13.15	-	13.15	-	0.34	-	0.34	-	12.81
<b>Total (A)</b>	<b>371.83</b>	<b>103.78</b>	<b>4.80</b>	<b>470.81</b>	<b>245.41</b>	<b>33.69</b>	<b>4.56</b>	<b>274.54</b>	<b>126.42</b>	<b>196.27</b>

As At 31.03.2023

(Rs. in Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2022	Additions	Deletion/Sale	Balance as at 31st March 2023	Balance as at 01st Apr 2022	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31st March 2023	Balance as at 01st Apr 2022	Balance as at 31st March 2023
<b>A. Property Plant &amp; Equipment</b>								<b>210</b>	<b>210</b>	
<b>Tangible Assets</b>										
Motor Car	37.52	0.70	4.30	33.92	15.14	3.44	3.82	14.76	22.39	19.17
CCTV Camera	2.69	1.15	-	3.84	0.71	0.19	-	0.90	1.98	2.94
Furniture & Fittings	131.53	3.80	-	135.33	92.11	9.56	-	101.67	39.42	33.65
Office Equipments	132.51	14.97	14.79	132.69	79.64	9.02	-	88.66	52.86	44.03
Computer	55.33	10.38	-	65.71	44.49	6.50	11.57	39.42	10.84	26.29
<b>Intangible Assets</b>	-	-	-	-	-	-	-	-	-	-
Trademark	0.34	-	-	0.34	-	0.00	-	0.00	0.34	0.34
<b>Total (A)</b>	<b>359.92</b>	<b>31.00</b>	<b>19.10</b>	<b>371.83</b>	<b>232.10</b>	<b>28.71</b>	<b>15.40</b>	<b>245.41</b>	<b>127.83</b>	<b>126.43</b>

As At 31.03.2022

(Rs. in Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2021	Additions	Deletion/Sale	Balance as at 31 March 2022	Balance as at 01st Apr 2021	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2022	Balance as at 01st Apr 2021	Balance as at 31 March 2022
<b>A. Property Plant &amp; Equipment</b>										
<b>Tangible Assets</b>										
Motor Car	37.52	-	-	37.52	11.69	3.45	-	15.14	25.83	22.39

CCTV Camera	2.69	-	-	2.69	0.54	0.17	-	0.71	2.15	1.98
Furniture & Fittings	131.53	-	-	131.53	80.00	12.11	-	92.11	51.53	39.42
Office Equipments	123.71	8.79	-	132.51	70.67	8.97	-	79.64	53.04	52.86
Computer	55.21	0.12	-	55.33	38.44	6.05	-	44.49	16.76	10.84
<b>Intangible Assets</b>	-	-	-	-	-	-	-	-	-	-
Trademark	0.34	-	-	0.34	-	-	-	-	0.34	0.34
<b>Total (A)</b>	<b>351.01</b>	<b>8.91</b>	<b>-</b>	<b>359.92</b>	<b>201.34</b>	<b>30.75</b>	<b>-</b>	<b>232.10</b>	<b>149.66</b>	<b>127.83</b>

Note: Type and Nature of Intangible Assets

**TRADEMARK** : Mittal commerce classes has trademark under class 41, From october 18, 2010 for providing all type of Education, Coaching center, Schools for providing of training, entertainment, competition classes, correspondence courses, information education, tuition . Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user.

**MOBILE APPLICATION** : "Mittal Smart Learning App" is an E-learning app developed by Mittal commerce classes for its CA aspirants.

**CA VIRTUAL HUB WEBSITE** : CA Virtual Hub is the online CA coaching classes website which provides reasonable recorded classes of CA foundation & CA Intermediate.

**Annexure – A.11**  
**Restated Statement of Long Term Loans & Advances**

(Rs. in Lakhs)

Particulars	As at June 30,2024	As at March 31st		
		2024	2023	2022
<b>Security Deposits</b>				
Electricity Security	2.28	2.28	2.11	2.11
Security Deposit For Rent	13.23	13.23	18.03	10.81
EMD RSLDC	-	-	0.48	-
Bhartiya Vidya Bhavan	0.48	0.48	2.00	-
<b>Grand Total</b>	<b>15.98</b>	<b>15.98</b>	<b>22.61</b>	<b>12.91</b>

Note A.11.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.12**  
**Restated Statement of Inventories**

*(Rs. in Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
<b>Inventory</b>				-
Study Material	24.36	25.10	11.27	-
<b>Grand Total</b>	<b>24.36</b>	<b>25.10</b>	<b>11.27</b>	-

Note A.12.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.13**  
**Restated Statement of Trade Receivables**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.			-	-
Others	9.35	9.35	5.78	0.58
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.				
Others	-	-	0.57	13.12
<b>Grand Total</b>	<b>9.35</b>	<b>9.35</b>	<b>6.35</b>	<b>13.70</b>

Note A.13.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.14**  
**Restated Statement of Cash and Bank Balances**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
<b>(A). Cash &amp; Cash Equivalents</b>				
Cash in hand	33.46	28.22	12.91	12.33
Bank Balances	23.13	23.84	12.78	19.78
Fixed Deposits (having original maturity of less than 3 months)*	-	-	-	-
<b>(B). Other Bank Balances with Scheduled Bank</b>				
Balance with banks in Fixed Deposits* (having original maturity of more than 3 months and remaining maturity of more than 12 months including given as collateral)	2.04	2.04	-	-
<b>Grand Total</b>	<b>58.63</b>	<b>54.10</b>	<b>25.70</b>	<b>32.11</b>

Note A.14.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.15**  
**Restated Statement of Short Term Loans and Advances**

*(Rs. In Lakhs)*

Particulars	As at March 31 <sup>st</sup>		
-------------	------------------------------	--	--

	As at June 30,2024	2024	2023	2022
<b>OTHERS</b>				
<b>Advance TDS Receivable</b>				
TDS Receivables	37.27	31.35	27.61	27.53
<b>Income Tax Demand Deposit (Matter in Appeal)</b>	85.48	85.48	85.48	85.48
<b>Loans &amp; Advances to Others</b>				
Advances to Others	190.79	140.24	4.91	0.00
Imprest For Expense	30.94	1.12	0.45	1.51
Loans to Others	21.50	10.39	62.14	11.35
Advance against property'	44.00	44.00	-	-
<b>Grand Total</b>	<b>409.97</b>	<b>312.58</b>	<b>180.58</b>	<b>125.87</b>

Note A.15.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – A.16**  
**Restated Statement of Other Current Assets**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
Prepaid Expenses	17.32	41.92	31.43	0.03
Security deposit	19.44	19.44	-	-
IPO Preliminary Expenses	11.64	11.64	-	-
Dividend Receivable	0.00	-	-	-
Advance Payment To Creditors	4.64	-	-	-
Accrued Interest on Loan Given	1.24	-	-	-
Receivable Against Training & Software Services	51.90	62.70	-	-
<b>Grand Total</b>	<b>106.18</b>	<b>135.70</b>	<b>31.43</b>	<b>0.03</b>

Note A.16.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.1**  
**Restated Statement of Revenue from Operations**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2022
<b>Operating Income:</b>				
<b>SALES</b>				
Coaching Tution Fees	405.96	1300.50	737.72	203.49
Recorded and Pendrive Classes	6.81	2.96	12.72	-
Revenue from Franchisee towards Commercial Training and Application Usage.	29.55	57.35	-	-
<b>Grand Total</b>	<b>442.31</b>	<b>1360.81</b>	<b>750.44</b>	<b>203.49</b>

Note B.1.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.2**  
**Restated Statement of Other Income**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2024
Dividend	0.03	0.00	-	0.04
Income Tax Extra Provision	-	-	-	0.23
Discount Received	0.04	0.30	-	-
Profit on Sale Of Fixed Asset	0.32	0.06	-	0.65
Interest on FDR	-	0.04	-	-
Interest in Income Tax Refund	-	0.13	-	-
Interest on Advance Given	1.24	-	-	-
Rent For Equipment & Machinery	-	-	-	12.00
Rent For Furniture & Fixture	-	-	-	8.00
<b>Grand Total</b>	<b>1.63</b>	<b>0.53</b>	<b>-</b>	<b>20.92</b>

Note B.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.3**  
**Restated Statement of Cost of Material Consumed**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2024
Opening Stock of Raw Material	-	-	-	-
Add: Purchases	-	-	-	-
Closing Stock of Raw Material	-	-	-	-
<b>Grand Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure – B.4**  
**Restated Statement of Changes in Inventories of Finished Goods, WIP & Stock in Trade**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2024
<b>Inventories at the Begenning of the Year</b>				
Study Material	25.10	11.27	-	-
<b>Inventories at the End of the Year</b>				
Study Material	24.36	25.10	11.27	-
<b>Grand Total</b>	<b>0.74</b>	<b>(13.83)</b>	<b>(11.27)</b>	<b>-</b>

Note B.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.



**Annexure – B.5**  
**Restated Statement of Employee Benefit Expense**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2024
Salaries and wages	27.28	101.46	63.86	13.62
Contribution to provident and other funds	1.29	5.62	3.80	0.66
Employee State Insurance	0.48	2.11	1.65	0.28
Incentive Expenses	-	2.29	4.65	0.72
Director Remuneration	2.25	24.50	143.03	66.90
Gratuity	0.36	(2.15)	0.32	4.37
Faculty Expenses	90.94	286.91	177.35	20.06
<b>Total</b>	<b>120.84</b>	<b>420.74</b>	<b>394.67</b>	<b>106.61</b>

Note B.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.6**  
**Restated Statement of Finance costs**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2024
Interest Expenses	1.65	14.35	6.09	6.69
<b>Grand Total</b>	<b>1.65</b>	<b>14.35</b>	<b>6.09</b>	<b>6.69</b>

Note B.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.7**  
**Restated Statement of Depreciation & Amortization**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30, 2024	For the F.Y ended March 31,		
		2024	2023	2024
Depreciation & Amortization	10.30	33.69	28.71	30.75
<b>Grand Total</b>	<b>10.30</b>	<b>33.69</b>	<b>28.71</b>	<b>30.75</b>

Note B.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.8**  
**Restated Statement of Other Expenses**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30,2024	For the F.Y ended March 31,		
		2024	2023	2024
<b>Other Expenses:-</b>				
Advertisement Expenses	48.25	120.07	71.17	26.41
Printing & Stationery Expenses including Study Material	11.00	43.41	39.81	2.07
Copy Checker Expenses	3.91	11.87	9.14	0.74
Examination Administration Expenses	-	0.43	0.35	0.20

Virtual Classroom Expenses	0.32	0.37	2.64	0.47
Frieght Expenses	0.30	0.99	0.25	-
Franchise commision expenses	39.93	-	0.00	-
Auditor's Remuneration :-				
Tax Audit Fees	-	0.30	0.10	0.10
Statutory Audit Fees	0.35	1.10	0.20	0.20
Bank Charges	0.66	1.16	0.10	0.20
Business Promotion Expenses	-	12.41	14.16	5.12
Commission Exp	20.36	22.72	25.87	2.84
Conveyance and Petrol Expenses	1.90	7.46	6.23	0.95
Cleaning Expenses	0.61	2.73	2.09	0.36
Donation Expenses	-	-	24.01	-
Electricity Exp.	10.00	23.01	16.74	1.92
Insurance Charges	0.06	0.37	0.11	0.21
Income Tax Demand Expenses	-	-	3.15	-
Interest And Late Fees on Various Compliance	-	1.66	1.04	1.93
Loss on Sale of Fixed Assets	-	-	2.88	-
Legal & Professional Charges	3.11	14.77	10.81	7.65
Loan Processing Fees	-	-	1.20	0.69
Marketing Expenses	6.65	22.89	3.15	1.07
Office Exp.	1.19	3.92	0.59	0.76
Postage & Courier	0.38	0.89	1.31	0.29
Rent	13.57	100.22	42.81	8.56
Repair & Maintainance	5.43	20.05	18.81	1.55
Software Expenses	0.41	6.84	3.50	0.76
Scholarsip prize Expenses	0.32	8.97	2.14	0.50
Staff Welfare Expenses	0.73	6.08	2.41	0.20
Security Expenses	-	0.41	0.52	-
Tender Fees and related expenses	-	1.60	0.26	0.71
Telephone Exp.	0.40	2.73	1.85	0.36
Tour & Travelling Exp	1.50	7.57	2.20	0.10
Water Expenses	-	0.41	0.04	0.01
Other charges	1.03	-	-	-
	<b>172.36</b>	<b>447.40</b>	<b>311.62</b>	<b>66.91</b>

Note B.8.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – B.9**  
**Restated Statement of Restated Statement of Deferred Tax (Assets)/Liabilities**

*(Rs. In Lakhs)*

Particulars	For the 3 months period ended June 30, 2024	For the F.Y ended March 31,		
		2024	2023	2024
WDV as per Companies Act, 2013 (A)	216.29	196.27	126.43	127.83
WDV as per Income tax Act, 1961 (B)	239.16	218.20	155.25	151.57
Difference in WDV (A-B)	(22.86)	(21.93)	(28.82)	(23.75)
Timing Difference due to Provision for Gratuity (DTA)	(2.91)	(2.55)	(4.69)	(4.37)
Total Timing Difference	(25.78)	(24.48)	(33.52)	(28.12)
Deferred Tax (Asset)/ Liability '(C)	(6.49)	(6.16)	(8.71)	(7.31)
Restated Closing Balance of Deferred Tax (Asset)/ Liability	(6.49)	(6.16)	(8.71)	(7.31)
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	(6.16)	(8.71)	(7.31)	(4.89)
Deferred Tax (Assets)/ Liability charged to Profit & Loss	(0.33)	2.55	(1.40)	(2.42)

Note B.9.1 : The above statements should be read with the significant accounting policies and notes to restated summary, statement of assets and liabilities, profits and losses and cash flows appearing in Annexure D, A, B & C.

**Annexure – E**  
**Statement of Material Adjustment to the Restated Financial Statement**

**1 Material Regrouping:**

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

**2 Material Adjustments :**

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
<b>(A) Net Profits as per audited financial statements (A)</b>	103.53	340.40	12.40	16.15
<b>Add/(Less) : Adjustments on account of -</b>				
		-	-	-
1) Difference on Account of Calculation in Deferred Tax	0.22	(1.10)	0.59	1.14
2) Difference on account of Calculation in Gratuity	(0.36)	2.15	(0.32)	(4.37)
3) Difference on account of provision for tax	(0.04)	(0.32)	(5.47)	0.20
<b>Total Adjustments (B)</b>	<b>(0.15)</b>	<b>1.04</b>	<b>0.27</b>	<b>(3.03)</b>
<b>Restated Profit/ (Loss) (A+B)</b>	<b>103.38</b>	<b>341.44</b>	<b>12.67</b>	<b>13.12</b>

**3 Notes on Material Adjustments pertaining to prior years:**

**(1) Difference on Account of Calculation in Deferred Tax**

Deferred tax is calculated on the difference of WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference of Depreciation. Further Deferred Tax has been calculated on Timing difference arises due to Provision for Gratuity which was not considered in Audited Financial Statements.

**(2) Difference on Account of Provision for Gratuity**

Provision for Gratuity is provided in Restated Financials Statement which was not provided in Audited Financial Statements.

**Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Audited financial Statement</b>	537.75	434.23	93.83	81.43
Add/(Less) : Adjustments on account of change in Profit/Loss	(6.41)	(6.22)	(6.94)	(1.75)
<b>Total Adjustments (B)</b>	<b>(6.41)</b>	<b>(6.22)</b>	<b>(6.94)</b>	<b>(1.75)</b>
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Restated Financial Statement</b>	531.34	428.01	86.89	79.68

**Annexure – F**  
**Restated statement of Tax Shelters**

*(Rs. In Lakhs)*

Sr. No.	Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
			2024	2023	2022
<b>A</b>	<b>Restated Profit before tax</b>	138.05	458.99	20.63	13.44
	Short Term Capital Gain at special rate	-		-	0.65
	Normal Corporate Tax Rates (%)	25.17%	25.17%	26.00%	26.00%
	Short Term Capital Gain at special rate	15.00%	15.00%	15.00%	15.00%
	MAT Tax Rates (%)	15.60%	15.60%	15.60%	15.60%
<b>B</b>	<b>Tax thereon (including surcharge and education cess)</b>				
	Tax on normal profits	34.74	115.52	5.36	2.00
	Short Term Capital Gain at special rate	-	-	-	0.10
	<b>Total</b>	<b>34.74</b>	<b>115.52</b>	<b>5.36</b>	<b>2.09</b>
	<b>Adjustments:</b>				
<b>C</b>	<b>Permanent Differences</b>				
	Deduction allowed under Income Tax Act	-	-	0.32	-
	Exempt Income	-	-	-	-
	Allowance of Expenses under the Income Tax Act Section 35	-	-	-	-
	Disallowance of Income under the Income Tax Act	0.32	0.07	-	16.77
	Disallowance of Expenses under the Income Tax Act	0.37	3.76	34.20	1.94
	<b>Total Permanent Differences</b>	<b>0.05</b>	<b>3.69</b>	<b>33.87</b>	<b>(14.83)</b>
<b>D</b>	<b>Timing Differences</b>				
	Difference between Depreciation as per Income tax, 1961 and Companies Act 2013	0.76	(2.34)	2.21	5.21
	Provision for Gratuity disallowed	0.36	(2.15)	0.32	4.37
	Carried Forward of Previous Year Business Loss				-
	<b>Total Timing Differences</b>	<b>1.12</b>	<b>(4.48)</b>	<b>2.53</b>	<b>9.58</b>
<b>E</b>	<b>Net Adjustments E= (C+D)</b>	<b>1.17</b>	<b>(0.79)</b>	<b>36.41</b>	<b>(5.25)</b>
<b>F</b>	<b>Tax expense/(saving) thereon</b>	<b>0.29</b>	<b>(0.20)</b>	<b>9.47</b>	<b>(1.37)</b>
<b>G</b>	<b>Total Income/(loss) (A+E)</b>	<b>139.22</b>	<b>458.20</b>	<b>57.03</b>	<b>8.19</b>
	Taxable Income/ (Loss) as per MAT	-	-	24.96	17.58
<b>I</b>	<b>Income Tax as per normal provision</b>	<b>35.04</b>	<b>115.32</b>	<b>14.83</b>	<b>2.06</b>
<b>J</b>	<b>Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act</b>			3.89	2.74
	<b>Net Tax Expenses (Higher of I,J)</b>	<b>35.04</b>	<b>115.32</b>	<b>14.83</b>	<b>2.74</b>
<b>K</b>	Relief u/s 90/91				-
	<b>Total Current Tax Expenses</b>	<b>35.04</b>	<b>115.32</b>	<b>14.83</b>	<b>2.74</b>
<b>L</b>	Adjustment for Interest on income tax/ others			-	
	<b>Total Current Tax Expenses</b>	<b>35.04</b>	<b>115.32</b>	<b>14.83</b>	<b>2.74</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure – G**  
**Restated statement of Capitalisation**

*(Rs. In Lakhs)*

Sr. No	Particulars	Pre issue	Post issue
	<b>Debts</b>		
A	Long Term Debt*	48.76	-
B	Short Term Debt*	31.55	-
C	<b>Total Debt</b>	<b>80.31</b>	-
	<b>Equity Shareholders Funds</b>		
	Equity Share Capital#	420.00	-
	Reserves and Surplus	110.06	-
D	<b>Total Equity</b>	<b>530.06</b>	-
	Long Term Debt/ Equity Ratio (A/D)	0.09	-
	Total Debt/ Equity Ratio (C/D)	0.15	-

Notes :

\* The amounts are consider as outstanding as on 30.06.2024

Post Issue figures are not available since issue price is not yet finalized.

**Annexure – H**  
**Restated statement of Contingent Liabilities**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
1. Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security	-	-	-	-
2. Capital Commitment	-	-	-	-
3. Income Tax Demand	698.88	698.88	698.88	694.25
4. TDS Demands	-	-	-	-
5. ESIC Demand	-	-	-	-
<b>Total</b>	<b>698.88</b>	<b>698.88</b>	<b>698.88</b>	<b>694.25</b>

**Calculation of Income Tax Demand for annexure H Point-3**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
Financial Year 2012-13	311.58	311.58	311.58	311.58
Financial Year 2013-14	170.99	170.99	170.99	170.99
Financial Year 2014-15	31.01	31.01	31.01	31.01
Financial Year 2015-16	180.67	180.67	180.67	180.67
Financial Year 2021-22	4.63	4.63	4.63	0.00
<b>Total</b>	<b>698.88</b>	<b>698.88</b>	<b>698.88</b>	<b>694.25</b>

**Annexure – I**  
**Restated statement of Accounting Ratios**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
Restated PAT as per P& L Account (Rs. in Lakhs)	103.34	341.12	7.20	13.12
<b>EBITDA</b>	148.37	506.50	55.42	29.96
<b>Actual No. of Equity Shares outstanding at the end of the period</b>	42,00,000	22,40,000	1,40,000	1,40,000
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	42,00,000	42,00,000	42,00,000	42,00,000

Net Worth	530.06	426.73	85.61	78.40
Current Assets	642.09	536.82	255.33	171.71
Current Liabilities	299.12	293.96	277.08	223.24
<b>Earnings Per Share</b>				
EPS (Post Bonus)	2.46	8.12	0.17	0.31
<b>Net Asset Value Per Share</b>				
Pre Bonus	12.62	19.05	61.15	56.00
Post Bonus	12.62	10.16	2.04	1.87
<b>Current Ratio</b>				
Nominal Value per Equity share(Rs.)	10	10	10	10

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

**Notes :**

1) The ratios have been calculated as below:

- a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
- b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
- c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100.
- d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares.

3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss).

**Ratio Analysis and Comparison:**

Sr. No.	Ratio	As At June 30,2024	31-Mar-24	31-Mar-23	31-Mar-22	Changes In Ratio (%) 31.03.24 v/s 31.03.23	Reason For Variance Above 25% FY 2024 v/s FY 2023	Changes In Ratio (%) 31.03.23 v/s 31.03.22	Reason For Variance Above 25% FY 2023 vs FY 2022
1	Current Ratio (No. of Times)	2.15	1.83	0.92	0.77	98.17%	Due to huge increase in current assets	19.81%	Na
2	Debt Equity Ratio (No of Times)	0.15	0.17	1.49	1.08	-88.50%	Due to huge increase in share capital	37.99%	Due to significant increase in debt
3	Debt Service Coverage Ratio (No of Times)	0.36	0.27	0.05	0.36	466.49%	Due to huge increase in profit	-86.78%	Due to repayment of loan and interest thereon

4	Return On Equity Ratio (%)	21.89%	137.14%	9.73%	19.95%	1309.21%	Due to increase in profit	-51.23%	Na
5	Inventory Turnover Ratio (In Days)	NA	NA	NA	NA	NA	Na	Na	Na
6	Trade Receivable Turnover Ratio (In Days)	NA	NA	NA	NA	NA	Na	Na	Na
7	Trade Payable Turnover Ratio (In Days)	58	22	44	277	-49.99%	Due to shorter creditor period	-84.20%	Due to shorter creditor period
8	Net Capital Turnover Ratio (No of Times)	0.84	3.24	9.76	2.86	-66.84%	Due to increase in share capital	240.94%	Due to huge increase in revenue from operation
9	Net Profit Ratio (%)	23.28%	25.06%	0.96%	5.85%	2511.30%	Due to huge increase in profit	-83.58%	Due to huge increase in revenue from operation
10	Return On Capital Employed (%)	24.28%	104.01%	19.61%	22.57%	430.36%	Due to huge increase in profit	-13.12%	Na

**Additional Notes:**

1. There are no Immovable Properties owned by the Company therefore disclosure with respect to ownership with the Company is not applicable.
2. The Company has not utilised the borrowings received from banks and financial institutions for the purpose other than for which it was taken during the period of restatement.
3. Amount Paid to Statutory Auditors–

**(Rs. In Lakhs)**

Particulars	For the 3 months period ended June 30,2024	For the Year Ended March 31,		
		2024	2023	2022
Statutory Audit fees	0.35	1.10	0.20	0.20
Tax Audit fees	-	0.30	0.10	0.10
<b>Total</b>	<b>0.35</b>	<b>1.40</b>	<b>0.30</b>	<b>0.30</b>

4. Compliance with approved scheme of arrangements:  
Company is not engaged in any scheme of arrangements.
5. Utilization of borrowed funds
6. During the Period ended June 30,2024 March 31, 2024, 2023 & 2022, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the Period ended June 30, 2024, March 31, 2024, 2023 & 2022, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

7. Statutory Auditors Qualifications in Audited Financial Statements:

There are no Audit qualifications during the period of restatement which is requiring any adjustment in restated financial statements. Further there are no such qualification by the Auditor which does not require any adjustment in restated financial Statement.

8. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

9. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmations and in view of management impact of the reconciliation if any will not be material as compared to Audited financial Statements.

10. Director Personal Expenses

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

11. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

12. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.

13. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the period of restatement.

14. The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year ended on 31st March, 2024.

15. During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.

16. As on 31st March 2024, the Company does not have any charges for which registration or satisfaction is yet to be done with Registrar of Companies (ROC) beyond the restated period.

17. During the period of restatement, the Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.

18. Disclosures related to Micro, Small and Medium Enterprises.

The Company has the process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The Company was unable to identify dues regarding to micro enterprises and small enterprise's as defined under Micro, Small & Medium Enterprises Development Act, 2006 by the management in the FY 2021-22 and FY 2022-23. The above disclosure has been extracted from the Audited financial Statements of the Company from the respective year.

The details relating to Micro, Small and medium enterprise disclosed as under:



<b>Sl.</b>	<b>Particulars</b>	<b>June 30,2024</b>
1	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year.	0
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the	0
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0
5	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 Enterprises Development Act, 2006. enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium	0

19. Event occurring after 30 June 2024 - Nil
20. No dividend were declared and paid by the company during the period of Restatement.
21. Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current year figures.

**Annexure J (i)**

**Restated statement of Related Party Disclosures**

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.

ii. List of Related Parties and Nature of Relationship :

<b>Particulars</b>	<b>Name of Related Parties</b>
a) Key Management Personnel's	Manoj Kumar Gupta (Director)
	Nagendra Bala (Director)
b) Relative of KMP	Mahaveer Prasad Gupta (Director's Father)
	Munni Devi Gupta (Director's Mother)
c) Entities on which KMP's/Relatives of KMP has control/ significant Influence	Upward Education Private Limited (Ceased To Be Related Party W.E.F. 28-02-2024)
	Forgrad Classes Private Limited
	Maple Collaboration (Self Proprietorship Of Nagendra Bala)

Note 1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**ANNEXURE - J(ii)**

**Transactions carried out with related parties referred to in (i) above, in ordinary course of business**

**(Rs. In Lakhs)**

Nature of Transactions	Name of Related Parties	As at June 30,2024	As at March 31		
			2024	2023	2022
<b>1. Directors/ Managerial Remuneration</b>	Nagendra Bala	2.25	-	6.50	6.90
	Manoj Kumar Gupta	-	24.50	136.53	60.00
	(Note:- Rs 12.95 lac paid to Upward Education Pvt Ltd on behalf of Remuneratoin Payable to Manoj Kumar Gupta in FY21-22)	-	-	-	-
<b>Total</b>		<b>2.25</b>	<b>24.50</b>	<b>143.03</b>	<b>66.90</b>
<b>2. Rent Received</b>	Manoj Kumar Gupta (Mittal Commerce Classes) On Furniture and Plant & Machinery	-	-	-	20.00
<b>Total</b>					<b>20.00</b>
<b>3. Interest/Commission/Expenses</b>	Mapple Collaboration (Proprietor Nagendra Bala) Commission	20.36	21.60	18.80	-
	Upward Education Pvt Ltd. (Payment Related to Expenses of FY 20-21)	-	-	-	17.74
<b>Total</b>			<b>21.60</b>	<b>18.80</b>	<b>17.74</b>
<b>4. Advances/Security Deposits</b>			-		-
	Mapple Collaboration (Proprietor Nagendra Bala) Security Deposit	-	13.00	-	-
	Forgrad Classes Private Limited (Advance For Exp)	-	(0.18)	0.18	-
	Upward Education Private Limited (Advance For Liability Payment)	-	0.76	-	-
<b>Total</b>		-	<b>13.58</b>	<b>0.18</b>	-
<b>5. Unsecured Loan</b>	<b>Manoj Kumar Gupta (Director)</b>				
	Opening Balance	5.00	-	31.00	-
	Add: Loan Received During the Year		144.00	137.30	120.80
	Less: Loan Repaid During the year	5.00	139.00	168.30	89.80
	Closing Balance	-	<b>5.00</b>	-	<b>31.00</b>
<b>6. Loans &amp; Advances</b>	<b>Manoj Kumar Gupta ( Advance Against Property)</b>				

	Opening Balance		-	-	-
	Add: Loan given During the Year		158.50	-	-
	Less: Loan received back During the year		158.50	-	-
	Closing Balance		-	-	-
	<b>Mahaveer Prasad Gupta (Advance Against Property)</b>				
	Opening Balance	44.00	-	-	-
	Add: Loan given During the Year	-	44.00	-	-
	Less: Loan received back During the year	-	-	-	-
	Closing Balance	<b>44.00</b>	<b>44.00</b>	-	-

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**ANNEXURE - J(iii)**  
**Outstanding Balance as at the end of the year**

*(Rs. In Lakhs)*

	Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
			2024	2023	2022
<b>2. Payables</b>	Manoj Kumar Gupta (Unsecured Loan)	-	5.00	-	31.00
	Manoj Kumar Gupta (Faculty Payment)	-	-	-	50.08
	Nagendra Bala (Remuneration Account)	2.25	-	-	4.85
	Mapple Collaborations Prop. Nagendra Bala (Commision)	0.86	0.27	-	-
	Forgrad Classes Private Limited			0.18	-
<b>Total</b>		<b>3.11</b>	<b>5.27</b>	<b>0.18</b>	<b>85.93</b>

	Particulars	As at June 30,2024	31.03.2024	31.03.2023	31.0.2022
2. Receivables	Mahaveer Prasad Gupta	44.00	44.00	-	-
	Manoj Kumar Gupta	-	-	-	-
<b>Total</b>		<b>44.00</b>	<b>44.00</b>	<b>-</b>	<b>-</b>

Note : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

**Annexure K(i) Additional Notes**

**Gratuity:-**

Particulars	30.06.2024	31-03-2024	31-03-2023	31-03-2022
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>				
Present value of unfunded obligations Recognized	2.91	2.55	4.69	4.37
<b>Net Liability</b>	<b>2.91</b>	<b>2.55</b>	<b>4.69</b>	<b>4.37</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>				
Current Service Cost	0.40	1.44	1.47	0.00
Interest on Defined Benefit Obligation	0.05	0.34	0.32	0.00
Expected Return on Plan Assets	0.00	0.00	0.00	0.00
Net actuarial losses (gains) recognised in the year	-0.08	-3.93	-1.46	4.37
Total, Included in "Salaries, Allowances & Welfare"	<b>0.36</b>	<b>-2.15</b>	<b>0.32</b>	<b>4.37</b>
<b>3.Changes in the present value of defined benefit obligation:</b>				
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	2.55	4.69	4.37	0.00
Service cost	0.40	1.44	1.47	0.00
Interest cost	0.05	0.34	0.32	-
Expected Return on Plan Assets	0.00	0.00	0.00	-
Net actuarial losses (gains) recognised in the year	-0.08	-3.93	-1.46	4.37
Benefit paid by the Company		-	-	-
Contribution made by the Company	0.00	0.00	0.00	0.00
<b>Defined benefit obligation as at the end of the year/period</b>	<b>2.91</b>	<b>2.55</b>	<b>4.69</b>	<b>4.37</b>

<b>Benefit Description</b>				
Benefit type:	Gratuity Valuation as per Actuarial			
Retirement Age:	60 years	60 years	60 years	60 years
Vesting Period:	5 years	5 years	5 years	5 years
<b>The principal actuarial assumptions for the above are:</b>				
Future Salary Rise:	5.00% P. A	5.00% P. A	5.00% P. A	5.00% P. A
Discount rate per annum:	7.00% P. A	7.25% P. A	7.25% P. A	7.25% P. A
Withdrawal Rate:	10% P.A. depending on age			
Mortality Rate:	IALM (2012-2014)			
Current liability	0.01	0.01	1.29	1.02
Non-Current liability	2.90	2.54	3.40	3.34

#### Annexure K (ii) Ageing Schedule

##### TRADE RECEIVABLE

Trade receivable Ageing schedule : For FY 2021-22

(Rs in Lacs)

Particulars	Outstanding for the following period from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	13.70					13.70
(ii) Undisputed Trade Receivable - Considered Doubtful						0.00
(iii) Disputed Trade Receivable - Considered Good						0.00
(iv) Disputed Trade Receivable - Considered Doubtful						0.00

Trade receivable Ageing schedule : For FY 2022-23

(Rs in Lacs)

Particulars	Outstanding for the following period from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	-					-
(ii) Undisputed Trade Receivable - Considered Doubtful		6.35				6.35
(iii) Disputed Trade Receivable - Considered Good						0.00
(iv) Disputed Trade Receivable - Considered Doubtful						0.00

Trade receivable Ageing schedule : For FY 2023-24

(Rs in Lacs)

Particulars	Outstanding for the following period from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	62.39					62.39
(ii) Undisputed Trade Receivable - Considered Doubtful			9.35			9.35
(iii) Disputed Trade Receivable - Considered Good						0.00
(iv) Disputed Trade Receivable - Considered Doubtful						0.00

**Trade receivable Ageing schedule : For 01-06-2024-30-06-2024***(Rs in Lacs)*

Particulars	Outstanding for the following period from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	50.81					50.81
(ii) Undisputed Trade Receivable - Considered Doubtful				9.35		9.35
(iii) Disputed Trade Receivable - Considered Good						0.00
(iv) Disputed Trade Receivable - Considered Doubtful						0.00

**TRADE PAYABLE****Trade Payable Ageing schedule : For FY 2021-22***(Rs in Lacs)*

Particulars	Outstanding for the following period from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					0.00
(ii) Others	105.39	18.72			124.11
(iii) Disputed MSME					0.00
(iv) Disputed Others					0.00

**Trade Payable Ageing schedule : For FY 2022-23***(Rs in Lacs)*

Particulars	Outstanding for the following period from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					0.00
(ii) Others	43.05	0.93	1.16		45.14
(iii) Disputed MSME					0.00
(iv) Disputed Others					0.00

**Trade Payable Ageing schedule : For FY 2023-24***(Rs in Lacs)*

Particulars	Outstanding for the following period from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					0.00
(ii) Others	58.87	0.02			58.89
(iii) Disputed MSME					0.00
(iv) Disputed Others					0.00

**Trade Payable Ageing schedule : For 01-06-2024-30-06-2024***(Rs in Lacs)*

Particulars	Outstanding for the following period from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					0.00
(ii) Others	33.49	-	0.11	-	33.61
(iii) Disputed MSME					0.00
(iv) Disputed Others					0.00

**Annexure K (iii)****Additional Regulatory Information as required by Para Y of Part - I to Schedule III to the Companies Act, 2013:**

- (i) The title deeds of the Office Building or land which are not held in the name of the Company - Not applicable.

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company*
NA					

- (ii) The company has not revalued its Property, Plant and Equipment. Accordingly disclosures as required under this para is not applicable.
- (iii) The company has not granted loans or advances in the nature of loan to promoters, directors, KMP and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, which are repayable on demand or without specifying any terms or period of repayment. Accordingly disclosures as required under this para are not applicable.
- (iv) The Company does not have any capital Work in Progress . Accordingly disclosures as required under this para are not applicable.
- (v) The company does not have any intangible assets Under-Development. Accordingly disclosures as required under this para are not applicable.
- (vi) There has been no proceeding initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Accordingly disclosures under this para is not applicable.
- (vii) The Company has borrowings from Banks or Financial Institutions on the basis of security of current assets. No material discrepancies have been noticed in the Quarterly statements filed for Current Assets (Stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables) held by the company in comparison with the stock and book debts as per books of accounts.
- (viii) The company has not been declared as wilful defaulter by any bank or financial institution or other lender. Accordingly disclosures under this para is not applicable.
- (ix) The company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. Accordingly disclosures under this para is not applicable.
- (x) There are no charges or satisfaction pending for registration with the Registrar of Companies beyond the statutory period . Accordingly disclosures under this para is not required.
- (xi) The company has no subsidiary and company has complied with number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on Number of Layers) Rules, 2017.
- (xii) No Scheme of Arrangements has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013. Accordingly disclosures under this para is not applicable.
- (xiii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (xiv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:



- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**22. Additional Regulatory Information as required by Para 5 (ix) to (xi) of Part - II to Schedule III to the Companies Act, 2013:**

- (i) There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income in the books of account during the year in the tax assessment under the Income Tax Act, 1961.
- (ii) The company is not required to spent CSR expenditure under section 135 of the Companies Act. Accordingly disclosures as required under this para has been made in notes to Profit & Loss accounts.
- (iii) The Company has not traded or invested in Crypto Currency or Virtual Currency and therefore, the disclosures as sought is not applicable.

**Annexure K(iv) - Foreign Exchange earnings, expenditures and Hedge and unhedge status of Balance receivable and payable is as under:**

*(Rs. In Lakhs)*

Particulars	As at June 30,2024	As at March 31 <sup>st</sup>		
		2024	2023	2022
<b>1. CIF Value of Imports</b>				
Online Services		-	-	-
InUSD	764.11	2761.40	4334.35	-
In EURO	-	-	-	-
In INR- Lakhs	0.64	2.29	3.47	-
<b>2.Expenditure in Foreign Currency</b>				
Inrespect of Business Promotion,Repair & Maintanance & Profession	-	-	-	-
Consultancy & Other Misce Expenses				
Inrespect of Foreign Travelling	-	-	-	-
<b>3. Earnings in Foreign Currency</b>				
Exports (FOB Value)	NA	NA	NA	NA

## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the three months period ended June 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://mccjpr.com/>

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; (ii) Red Herring Prospectus or (ii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations are given below:

<b>Particulars</b>	<b>June 30, 2024</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Profit After Tax (Rs. In Lakhs)	103.34	341.12	7.20	13.12
Basic & Diluted Earnings per Share	2.46	8.12	0.17	0.31
Return on Net Worth (%)	19.50%	79.94%	8.41%	16.73%
NAV (Based on no. of share outstanding at the end of year)	12.62	19.05	61.15	56.00
NAV per Equity Shares (Based on Weighted Average Number of Shares)	12.62	10.16	2.04	1.87
Earnings before interest, tax, depreciation and amortization (EBITDA)	148.37	506.50	55.42	29.96

## STATEMENT OF FINANCIAL INDEBTEDNESS

**The Board of Directors  
Mittal Commerce Classes Limited  
Plot No. 12 Rishi Colony,  
Tonk Road, Jaipur,  
Rajasthan, India, 302015**

**Dear Sir,**

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Mittal Commerce Classes Limited** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 30<sup>th</sup> June, 2024 are mentioned below.

### A. SECURED LOANS

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS (Amount in Lacs)							
Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule (EMI AMT * TENURE)	Moratorium	Outstanding amount as on (as per Books)
							30.06.2024
Kotak Loan CF-19215047	Business	5.21	Hypothecation of vehicle	14.31%	17770*36	NA	0.18
Kotak Loan CF-19215062	Business	6.01	Hypothecation of vehicle	14.31%	20500*36	NA	0.20
HDFC Bank Car Loan (Tata Tiago)	Business	7.06	Hypothecation of vehicle	9.25%	14747*60	NA	7.06
HDFC Bank Car Loan Wagon-R	Business	6.09	Hypothecation of vehicle	9.15%	12686*60	NA	5.17
ICICI Bank 728505500024 (Bank O/D)	Business	50.00	Residential House Property of Director	10.25%	NA	NA	19.68
<b>Total</b>		<b>74.37</b>					<b>32.29</b>

**B. UNSECURED LOANS**

<b>STATEMENT OF PRINCIPAL TERMS OF UNSECURED LOANS (Amount in Lacs)</b>							
<b>Name of Lender</b>	<b>Purpose</b>	<b>Sanctioned Amount</b>	<b>Securities offered</b>	<b>Rate of Interest</b>	<b>Re-Payment Schedule(EMI AMT * TENURE)</b>	<b>Moratorium</b>	<b>Outstanding amount as on (as per Books)</b>
							<b>30.06.2024</b>
<b>From Banks &amp; NBFC</b>							
Hdfc Bank Loan (121514)	Business	25.00	Nil	15.25%	121514*24	NA	10.27
Icici Bank Loan (138329)	Business	50.00	Nil	14.50%	138329*48	NA	36.53
Idfc First Bank Loan ( 32541367)	Business	3.63	Nil	9.25%	11528*48	NA	0.11
Indusind Bank-Loan	Business	4.60	Nil	9.25%	14681*36	NA	0.43
Clix Capital 000001311	Business	4.57	Nil	14%	15619*49	NA	0.46
Fullerton India Credit (025702410718568)	Business	3.19	Nil	14%	10903*49	NA	0.21
<b>Total</b>		<b>90.99</b>					<b>48.02</b>

**For Maheshwari & Company**  
**Chartered Accountants**  
**FRN No. 105834W**

Sd/-

**Rakesh Mittal**  
**Partner**  
**M. No. 403017**  
**Place : Jaipur**  
**Date : 8<sup>th</sup> November 2024**  
**UDIN: 24403017BKATJJ9953**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 140. You should also read the section titled "Risk Factors" on page 26 and the section titled "Forward Looking Statements" on page 18 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements. Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated November 07, 2024 which is included in this Draft Red Herring Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### **BUSINESS OVERVIEW**

We operate a network of digitally-enabled educational institutes focused on providing coaching to students for commerce-related courses. We specialize in preparing students for the Chartered Accountancy (CA) and Cost Management Accountancy (CMA) examinations, offering a comprehensive range of courses across different levels, including CA Foundation, CA Intermediate, CA Final and CMA Foundation. In addition to our professional courses, we also provide coaching to high school students in the commerce stream, specifically covering CBSE Class XI and XII examinations.

We offer multiple modes of learning to accommodate the diverse needs of our students, including traditional face-to-face classroom sessions, live online classes and recorded lectures. This flexibility allows students to choose a learning method that fits their daily schedules, eliminating the need for physical presence in the classroom through digital learning. We also provide comprehensive study materials, in both digital and print formats, which has been prepared by our experienced faculty and Management.

We have integrated advanced technology into our teaching practices to enhance the learning experience. We use digital tools and platforms to deliver interactive lessons and conduct online tests. To leverage our content repository and to provide a personalized learning environment to our students, we have recorded the lectures of our experienced faculty members at our recording studios. Each student is provided access to the MCC Live mobile app, which is specifically designed to enhance their learning experience and support preparation for exams. The MCC Live App provides recorded lectures, study materials and mock tests, allowing students to study independently and track their progress. All our students can access a comprehensive library of educational content via the MCC Live app, enabling them to view lectures multiple times, take mock exams, and clarify doubts as needed.

As of October 31, 2024, we operate a total of six coaching centers, which include three company-owned locations in Jaipur and three franchisee centers located in New Delhi, Kolkata, and Jodhpur. In 2024, we launched our franchise model for coaching centers, successfully establishing our first franchisee in Jodhpur, followed by additional centers in New Delhi and Kolkata. We plan to open 11 additional coaching centers over the next 2 years in key locations, including each in Gurugram, Kolkata, Delhi, Lucknow, Faridabad, Jaipur, Nagpur, Raipur, Ahmedabad and two in Mumbai. For details, please refer to the section "***Objects of the Issue - Funding of capital expenditure towards setting up of new coaching centres and for security deposits of the new centres***" beginning on page 69 of this DRHP.

During the financial year ended March 2022, 2023 and 2024 and for the three months period ended June, 2024, we have received 2067, 2412, 3607 and 1178 student enrollments respectively in each year. As of September 30, 2024, we have a team of 35 faculty members which are well equipped with subject knowledge and mentoring the students. We place a strong emphasis on students' assessment to ensure that they are well-prepared for their exams. For instance, we conduct a series of tests, including chapter-wise tests, mock exams and final preparatory exams, which are designed to help students evaluate their performance, build confidence and identify areas for improvement.

We manage our business operations using fully integrated CRM software, which streamlines various administrative and financial processes. This allows us to efficiently track and manage revenue details, student enrollment and other critical operational data. By leveraging CRM, we ensure accurate and real-time data management, which aids in making informed decisions and enhance operational efficiency.

Our existing Promoter and Managing Director, CA Manoj Gupta, has an extensive experience of over 24 years in the coaching industry. Under his leadership, MCC has grown significantly, expanding its operations to multiple branches across different cities and introducing various modes of learning, including classroom sessions, live online classes and recorded lectures.

Our institute has been honored with the prestigious Education Excellence Award-2023 from the media house, Dainik Bhaskar. In addition to the Education Excellence Award, we have received the Certificate of Excellence at India's Most Trusted Brand of the Year Awards 2024.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	Apr-June'24	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	442.31	1360.81	750.44	203.49
EBITDA <sup>(2)</sup>	148.37	506.50	55.42	29.96
EBITDA Margin <sup>(3)</sup>	33.54%	37.22%	7.38%	14.72%
PAT <sup>(4)</sup>	103.34	341.12	7.20	13.12
PAT Margin <sup>(5)</sup>	23.36%	25.07%	0.96%	6.45%
RoE (%) <sup>(6)</sup>	21.60%	133.16%	8.78%	18.26%
RoCE (%) <sup>(7)</sup>	22.89%	94.88%	13.33%	12.97%

### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings and short-term borrowings.

For details, please refer to the section “Basis for Issue Price – Key Performance Indicators” on page 81 of the DRHP.

## STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of “Statement of Significant Accounting Policies”, please refer to “Annexure D - Summary Statement of Significant Accounting Policies & Notes to Restated Financial Information” beginning on page 147 of this Draft Red Herring Prospectus.

Our business is subject to various risks and uncertainties, including those discussed in the section titled “Risk Factors” on page 26 beginning of this Draft Red Herring Prospectus.

Our Company’s future results of operations could be affected potentially by the following factors:

- Our inability to maintain and grow our brand image.
- We are dependent on our faculty members and our ability to attract and retain them. Any decrease in the number of our faculty members may affect our operations and business;
- Our ability to attract and retain students is heavily dependent on factors including our reputation, our ability to maintain and improve on the number of quality selections in the examinations, and our ability to maintain a high level of service quality;
- Our inability to cater to and suitably update and enhance the depth of our course offerings;
- Failure on our part to compete effectively;
- Our ability to continue to innovate and implement technological advances;
- Financial misappropriation, theft, employee negligence or similar incidents;
- We may have limited control by us on the operations and risk of discontinuation of the Franchisees, which may impact our reputation, business and financial condition adversely.
- Any breach of our students’ safety and security may negatively impact our reputation, business and financial condition;
- We may not be able to implement our growth strategy successfully and may be unable to sustain growth;
- Any change in government policies resulting in increases in taxes payable by us;

- Changes in laws and regulations that apply to the industries in which we operate.
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Global distress due to pandemic, war or by any other reason.

### Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the three months period ended June'24 and financial years ended on March 31, 2024, 2023 and 2022.

Particulars	30-Jun-24	% of total income	31-Mar-24	% of total income	31-Mar-23	% of total income	31-Mar-22	% of total income
<b>Revenue:</b>								
Revenue from operations	442.31	99.63%	1360.81	99.96%	750.44	100.00%	203.49	90.68%
Other Income	1.63	0.37%	0.53	0.04%	0.00	0.00%	20.92	9.32%
<b>Total Income</b>	<b>443.94</b>	<b>100%</b>	<b>1361.34</b>	<b>100%</b>	<b>750.44</b>	<b>100%</b>	<b>224.41</b>	<b>100%</b>
<b>Expenses:</b>								
Cost of materials consumed	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Change in Inventories of WIP, Finished Goods & Stock in Trade	0.74	0.24%	-13.83	-1.53%	-11.27	-1.54%	0.00	0.00%
Employee benefits expenses	120.84	39.50%	420.74	46.63%	394.67	54.08%	106.61	50.54%
Finance costs	1.65	0.54%	14.35	1.59%	6.09	0.83%	6.69	3.17%
Depreciation and amortization expense	10.30	3.37%	33.69	3.73%	28.71	3.93%	30.75	14.58%
Other Expense	172.36	56.35%	447.40	49.58%	311.62	42.70%	66.91	31.72%
<b>Total Expenses</b>	<b>305.89</b>	<b>100%</b>	<b>902.35</b>	<b>100%</b>	<b>729.82</b>	<b>100%</b>	<b>210.96</b>	<b>100%</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>	<b>138.05</b>	<b>31.10%</b>	<b>458.99</b>	<b>33.72%</b>	<b>20.63</b>	<b>2.75%</b>	<b>13.44</b>	<b>5.99%</b>
Prior Period Items								
<b>Profit Before Tax</b>	<b>138.05</b>	<b>31.10%</b>	<b>458.99</b>	<b>33.72%</b>	<b>20.63</b>	<b>2.75%</b>	<b>13.44</b>	<b>5.99%</b>
Tax Expense:								
(a) Current tax expense	35.04	7.89%	115.32	8.47%	14.83	1.98%	2.74	1.22%
(b) Deferred tax liability / (asset)	-0.33	-0.07%	2.55	0.19%	-1.40	-0.19%	-2.42	-1.08%
<b>Profit After Tax</b>	<b>103.34</b>	<b>23.28%</b>	<b>341.12</b>	<b>25.06%</b>	<b>7.20</b>	<b>0.96%</b>	<b>13.12</b>	<b>5.85%</b>

### Revenue from operations:

Revenue from operations mainly consists of revenue from coaching fees received from students, particularly, from the course relating to CA Intermediate, CA Foundation and CMA Foundation and also revenue received from Franchisee towards Commercial training and application usage.

Bifurcation of revenue from operations for 3 months period ended June'24, fiscal 2024, 2023 and 2022 is set forth below:

(Rs. in lakhs)

Courses	April'24-June'24	%	F.Y. 2023-24	%	F.Y. 2022-23	%	F.Y. 2021-22	%
CA Intermediate	13.51	3.05%	704.71	51.79%	285.67	38.07%	161.83	79.53%
CA Foundation	373.90	84.53%	555.93	40.85%	396.37	52.82%	31.40	15.43%
12th + CA foundation	10.41	2.35%	14.94	1.10%	48.31	6.44%	6.07	2.98%

Class 11 <sup>th</sup> (CBSE)	3.94	0.89%	11.13	0.82%	10.40	1.39%	0.00	0.00
Class 12 <sup>th</sup> (CBSE)	3.72	0.84%	10.94	0.80%	9.32	1.24%	3.77	1.85%
CMA Foundation	7.28	1.65%	5.81	0.43%	0.38	0.05%	0.42	0.20%
Revenue from franchisee in respect of commercial and training services	29.55	6.68%	57.35	4.21%	-	-	-	-
<b>Grand Total</b>	<b>442.31</b>	<b>100%</b>	<b>1360.81</b>	<b>100%</b>	<b>750.45</b>	<b>100%</b>	<b>203.49</b>	<b>100%</b>

**Other Income:**

Other income primarily comprises of Interest on FDR, Interest on Advance Given, Dividend, Profit on sale of fixed assets, rent for equipment & machinery, Rent for Furniture & Fixture.

**Total Expenses:**

Total expenses consist of operating cost like Change in Inventories, Employee benefits expense, Finance costs, Depreciation and Amortization Expenses and other expenses.

**Employee benefits expense:**

Employee benefits expense primarily comprises of Salaries, wages & bonus expenses, directors' remuneration, Staff welfare expenses, Faculty Expenses, Employers contribution to ESI, PF and Gratuity.

**Finance Costs:**

Our finance cost includes Interest expenses.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on Building, plant & machinery, office equipment's, furniture, computer and motor car.

**Other Expenses:**

Other Expenses consists of Advertisement Expenses, Printing & Stationary, Copy checker expenses, Examination administration expenses, Virtual classroom Expenses, Freight Expenses, Franchisee Commission Expenses, Bank Charges, Statuary Audit fees, Tax Audit Fees, Business Promotion Expenses, Commission Exp., Conveyance and Petrol Expenses, Cleaning Expenses, Donation Expenses, Electricity Exp., Insurance Charges, Income Tax Demand Expenses, Interest And Late Fees on Various Compliance, Loss on Sale of Fixed Assets, Legal & Professional Charges, Loan Processing Fees, Marketing Expenses, Office Exp., Postage & Courier, Rent, Repair & Maintenance, Software Expenses, Scholarship prize Expenses, Staff Welfare Expenses, Security Expenses, Tender Fees and related expenses, Telephone Exp., Tour & Travelling Exp., Water Expenses, Other charges.

**FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE THREE MONTHS PERIOD ENDED JUNE 30, 2024:**

**Total Income:**

Total income for the 3 months period ended June 30, 2024 stood at Rs. 443.94 Lakhs. The total income consists of revenue from operations and other income.

**Revenue from Operations**

During the 3 months period ended June 30, 2024 the net revenue from operation of our Company was Rs. 442.31 Lakhs mainly from revenue from coaching fees received from students.

**Other Income:**

During the 3 months period ended June 30, 2024 the other income of our Company stood at Rs 1.63 Lakhs. Other income primarily comprises Interest on FDR, Interest on Advance Given, Dividend, Profit on sale of fixed assets, rent for equipment & machinery, Rent for Furniture & Fixture.

**Total Expenses:**

Total expenses consist of operating cost like cost of material consumed, Employee benefits expense, Finance costs, Depreciation and Amortization Expenses and other expenses. During the 3 months period ended June 30, 2024 the total expenses of our Company stood at Rs 305.89 Lakhs.

**Employee benefits expense:**

During the 3 months period ended June 30, 2024 the employee benefit expenses of our Company stood at Rs. 120.84 Lakhs. The main components of the employee benefit expenses are Salaries & wages and Faculty Expenses.



**Finance Costs:**

During the 3 months period ended June 30, 2024 the finance cost expenses of our Company stood at Rs. 1.65 Lakhs. Our finance cost includes Interest expenses.

**Depreciation and Amortization Expenses:**

During the 3 months period ended June 30, 2024 the Depreciation and amortization charges of our Company stood at Rs. 10.30 Lakhs.

**Other Expenses:**

During the 3 months period ended June 30, 2024 the Other Expenses of our Company stood at Rs. 172.36 Lakhs. Other Expenses consists of Advertisement Expenses, Printing & Stationary, Copy checker expenses, Examination administration expenses, Virtual classroom Expenses, Freight Expenses, Franchisee Commission Expenses, Bank Charges, Statuary Audit fees, Tax Audit Fees, Business Promotion Expenses, Commission Exp., Conveyance and Petrol Expenses, Cleaning Expenses, Donation Expenses, Electricity Exp., Insurance Charges, Income Tax Demand Expenses, Interest And Late Fees on Various Compliance, Loss on Sale of Fixed Assets, Legal & Professional Charges, Loan Processing Fees, Marketing Expenses, Office Exp., Postage & Courier, Rent, Repair & Maintenance, Software Expenses, Scholarship prize Expenses, Staff Welfare Expenses, Security Expenses, Tender Fees and related expenses, Telephone Exp., Tour & Travelling Exp., Water Expenses, Other charges.

**Restated Profit before tax:**

The Company reported Restated profit before tax for 3 months period ended June 30, 2024 of Rs. 138.05 Lakhs.

**Restated profit after tax:**

The Company reported Restated profit after tax for 3 months period ended June 30, 2024 of Rs. 103.34 Lakhs.

**FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE YEAR ENDED MARCH 31, 2024****Total Income:**

Total income for the year ended March 31, 2024 stood at Rs. 1361.34 Lakhs. The total income consists of revenue from operations and other income.

**Revenue from Operations**

During the Year ended March 31, 2024 the net revenue from operation of our Company was Rs. 1360.81 Lakhs from sale of from revenue from coaching fees received from students.

**Other Income:**

During the Year ended March 31, 2024 the other income of our Company stood at Rs 0.53 Lakhs. Other income primarily comprises Interest on FDR, Interest on Advance Given, Dividend, Profit on sale of fixed assets, rent for equipment & machinery, Rent for Furniture & Fixture.

**Total Expenses:**

Total expenses consist of operating cost like cost of material consumed, Employee benefits expense, Finance costs, Depreciation and Amortization Expenses and other expenses. During the Year ended March 31, 2024 the total expenses of our Company stood at Rs 902.35 Lakhs.

**Employee benefits expense:**

During the Year ended March 31, 2024 the employee benefit expenses of our Company stood at Rs. 420.74 Lakhs. The main components of the employee benefit expenses are Salaries & wages and Faculty Expenses.

**Finance Costs:**

During the Year ended March 31, 2024 the finance cost expenses of our Company stood at Rs. 14.35 Lakhs. Our finance cost includes Interest expenses.

**Depreciation and Amortization Expenses:**

During the Year ended March 31, 2024 the Depreciation and amortization charges of our Company stood at Rs. 33.69 Lakhs.

**Other Expenses:**

During the Year ended March 31, 2024 the Other Expenses of our Company stood at Rs. 447.40 Lakhs. Other Expenses consists of Advertisement Expenses, Printing & Stationary, Copy checker expenses, Examination administration expenses,

Virtual classroom Expenses, Freight Expenses, Franchisee Commission Expenses, Bank Charges, Statuary Audit fees, Tax Audit Fees, Business Promotion Expenses, Commission Exp., Conveyance and Petrol Expenses, Cleaning Expenses, Donation Expenses, Electricity Exp., Insurance Charges, Income Tax Demand Expenses, Interest And Late Fees on Various Compliance, Loss on Sale of Fixed Assets, Legal & Professional Charges, Loan Processing Fees, Marketing Expenses, Office Exp., Postage & Courier, Rent, Repair & Maintenance, Software Expenses, Scholarship prize Expenses, Staff Welfare Expenses, Security Expenses, Tender Fees and related expenses, Telephone Exp., Tour & Travelling Exp., Water Expenses, Other charges.

**Restated Profit before tax:**

The Company reported Restated profit before tax for period ending March 31, 2024 of Rs. 458.99 Lakhs.

**Restated profit after tax:**

The Company reported Restated profit after tax for period ending March 31, 2024 of Rs. 341.12 Lakhs.

**FINANCIAL YEAR 2024 COMPARED TO FINANCIAL YEAR 2023**

**Total Income:**

Total income for the financial year 2023-24 stood at Rs. 1361.34 Lakhs whereas in Financial Year 2022-23 the same stood at Rs. 750.44 Lakhs representing an increase of almost 81.41%. The main reason of increase was increase in the number of students consequently resulting into increase in fees received from them. During the financial year 2023-24 the net revenue from operation of our Company increased to Rs. 1360.81 Lakhs as against Rs. 750.44 Lakhs in the Financial Year 2022-23 representing an increase of 81.33%. The main reason for increase in the revenue from operation was increase in the number of students enrollments.

**Revenue from Operations:**

During the financial year 2023-24 the net revenue from operation of our Company increased to Rs. 1360.81 Lakhs as against Rs. 750.44 Lakhs in the Financial Year 2022-23 representing an increase of 81.33%. The main reason for increase in the revenue from operation was increase in the number of student enrollments. The student enrolments for F.Y. 2023-24 stood at 3607 as compared to 2412 in F.Y. 2022-23. Further, revenue from CA Intermediate students increased from Rs. 285.67 lakhs in F.Y. 2022-23 to Rs. 704.71 lakhs in F.Y. 2023-24, representing an increase of 146.69%.

**Other Income:**

During the financial year 2023-24 the other income of our Company increased to Rs. 0.53 Lakhs as against NIL in the Financial Year 2022-23 which was majorly due to the increase in the Profit on sale of Fixed Assets, Interest Income and Discount Income.

**Total Expenses**

The total expense for the financial year 2023-24 increased to Rs. 902.35 Lakhs from Rs. 729.82 lakhs in the Financial Year 2022-23 representing an increase of 23.64%. Such increase was due to increase in business operations of the Company, where the Employee benefit expense has increased from Rs. 394.67 Lakhs to Rs. 420.74 lakhs in FY 2023-24, which represents over 30.91% of total revenue of the company.

**Employee benefits expense:**

Our Company has incurred Rs. 420.74 Lakhs as Employee benefits expense during the financial year 2023-24 as compared to Rs. 394.67 Lakhs in the financial year 2022-23. The increase was due to increase in (i) Salary and wages Expenses from Rs. 63.86 lakhs to Rs. 101.46 lakhs in the financial year 2023-24 (ii) Faculty Expenses from Rs. 177.35 lakhs to Rs. 286.91 lakhs in the financial year 2023-24 (iii) ESIC and PF has also increased.

**Finance Cost**

Our Company has incurred Rs. 14.35 Lakhs as finance cost during the financial year 2023-24 as compared to Rs. 6.09 Lakhs in the financial year 2022-23. The increase was due to increase in Interest expenses during the FY 2024.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2023-24 stood at Rs. 33.69 Lakhs as against Rs. 28.71 Lakhs during the financial year 2022-23. The increase in depreciation was around 17.35 % which was due to purchase of building, Plant & machinery, furniture, vehicle and other office equipment.

**Other Expenses**

Our Company has incurred Rs. 447.40 Lakhs during the Financial Year 2023-24 on other expenses as against Rs. 311.62 Lakhs during the financial year 2022-23, depicting an increase of 43.57%. There was an increase in Advertisement Expenses,

Printing & Stationary, Copy checker expenses, Freight expenses, Tax audit fees, Statutory Audit fees, Bank Charges, Petrol conveyance expenses, Electricity, Legal and professional charges, Marketing Expenses, Rent, Software Expenses, Scholarship prize Expenses, staff welfare expenses, Tender fees and related expenses, Telephone Expenses, Tour & travelling expenses and Repair and Miantenance.

**Restated profit before tax:**

Net profit before tax for the financial year 2023-24 increased to Rs. 458.99 Lakhs as compared to Rs. 20.63 Lakhs in the financial year 2022-23. In addition to the increase in revenue, the reason of which has been aforementioned, the increase in restated profit before tax was majorly due to below mentioned factors: -

1. Increase in revenue from operations – During the financial year 2023-24 the net revenue from operation of our Company increased to Rs. 1360.81 Lakhs as against Rs. 750.44 Lakhs in the Financial Year 2022-23 representing an increase of 81.33%. The student enrolments for F.Y. 2023-24 stood at 3607 as compared to 2412 in F.Y. 2022-23. Further, revenue from CA Intermediate students increased from Rs. 285.67 lakhs in F.Y. 2022-23 to Rs. 704.71 lakhs in F.Y. 2023-24, representing an increase of 146.69%.
2. Reduction in the Directors remuneration of Mr. Manoj Gupta – The remuneration of Mr. Manoj Gupta has decreased from Rs. 143.03 lakhs in F.Y. 2022-23 to Rs. 24.50 lakhs in F.Y. 2023-24, which resulted in as mentioned above.
3. Reduction in Donation expenses – The donation expenses in F.Y. 2022-23 stood at Rs. 24.01 lakhs, which reduced to nil in F.Y. 2023-24.

**Restated profit for the year:**

As a result of the foregoing factors, our profit after tax for the year increased by 4637.77% from net profit of Rs. 7.20 Lakhs in in financial year 2022-23 to net profit Rs. 341.12 lakhs in financial year 2023-24.

**FINANCIAL YEAR 2023 COMPARED TO FINANCIAL YEAR 2022**

**Total Income:**

Total income for the financial year 2022-23 stood at Rs. 750.44 Lakhs whereas in Financial Year 2021-22 the same stood at Rs. 224.41 Lakhs representing an increase of 234.41%. The main reason of increase in total income was increase in the number of student enrollments to 2412 in F.Y. 2022-23 as compared to 2067 in F.Y. 2021-22. During the financial year 2022-23 the net revenue from operation of our Company increased to Rs. ₹ 750.44 Lakhs as against Rs. 203.49 Lakhs in the Financial Year 2021-22 representing an increase of 268.78%.

**Revenue from Operations**

During the financial year 2022-23 the net revenue from operation of our Company increased to Rs. ₹ 750.44 Lakhs as against Rs. 203.49 Lakhs in the Financial Year 2021-22 representing an increase of 268.78%. The main reason of increase was increase in the number of student enrollments to 2412 in F.Y. 2022-23 as compared to 2067 in F.Y. 2021-22

**Other Income:**

During the financial year 2022-23 the other income of our Company was NIL as against Rs. 20.92 lakhs in the Financial Year 2021-22.

**Total Expenses**

The total expense for the financial year 2022-23 increased to Rs. 729.82 Lakhs from Rs. 210.96 lakhs in the Financial Year 2021-22 representing an increase of 245.97%. Such increase was due to increase in business operations of the Company.

**Employee benefits expense:**

Our Company has incurred Rs. 394.67 Lakhs as Employee benefits expense during the financial year 2022-23 as compared to Rs. 106.61 Lakhs in the financial year 2021-22. The increase of 270.20% was due to increase in (i) Salary and Wages from Rs. 13.62 lakhs to Rs. 63.86 lakhs (ii) Director's remuneration has increased from Rs. 66.90 lakhs to Rs. 143.03 lakhs (iii) Faculty Expenses has increased from Rs. 20.06 lakhs to Rs. 177.35 lakhs. (iv) Incentive Expenses has increased from Rs. 0.72 lakhs to Rs. 4.65 lakhs (v) ESIC and PF has also increased.

**Finance Cost**

Our Company has incurred Rs. 6.09 Lakhs as finance cost during the financial year 2022-23 as compared to Rs. 6.69 Lakhs in the financial year 2021-22. The decrease was due to decrease in Interest Expenses.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2022-23 stood at Rs. 28.71 Lakhs as against Rs. 30.75 Lakhs during the financial year 2021-22.

**Other Expenses:**

Our Company has incurred Rs. 311.62 Lakhs during the Financial Year 2022-23 on other expenses as against Rs. 66.91 Lakhs during the financial year 2021-22. There was an increase of 365.73% mainly due to increase in Advertisement Expenses, Printing and Stationary Expenses, Copy Checker Expenses, Business Promotion Expenses, Donation Expenses and Rent.

**Restated profit before tax:**

Net profit before tax for the financial year 2022-23 increased to Rs. 20.63 Lakhs as compared to Rs. 13.44 Lakhs in the financial year 2021-22. The increase of 53.49% was majorly due to factors as mentioned above. The revenue from operation of the company increased by approximately 268.78% due to increase in the coaching fees from students.

**Restated profit for the year:**

As a result of the foregoing factors, our profit after tax for the year decreased by 45.12% from net profit of Rs. 13.12 Lakhs in financial year 2021-22 to net profit Rs. 7.2 lakhs in financial year 2022-23.

**Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions:**

There has not been any unusual events or transactions on account of our business activity.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations:**

Other than as described in the section titled “*Risk Factors*” beginning on page 26 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company 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 26 of the Draft Red Herring 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. Future changes in the relationship between costs and revenues:**

Other than as described in the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 26, 99 and 186 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Segment Reporting:**

Our company operates in a single segment i.e. coaching services.

**6. Status of any publicly announced New Products or Business Segment:**

Our Company has not announced any new product or service during the last three financial years.

**7. *Seasonality of business:***

Our business is not subject to seasonality. For further information, see “Industry Overview” and “Our Business” on pages 89 and 99 respectively.

**8. *Dependence on single or few customers:***

We are not dependent on single or few customers.

**9. *Competitive conditions:***

Competitive conditions are as described under the Chapter “*Our Business – Competition*” beginning on page 109 of this Draft Red Herring Prospectus.

**10. *Details of material developments after the date of last balance sheet i.e., June 30, 2024:***

After the date of last Balance sheet i.e., June 30, 2024, the following material events have occurred after the last audited period:

A special resolution passed by the shareholders at the Extra Ordinary General Meeting held on August 05, 2024, the name of our Company was changed from “Mittal Commerce Classes Private Limited” to “Mittal Commerce Classes Limited” vide a fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre on September 17, 2024 consequent upon conversion to public company.

**CAPITALISATION STATEMENT AS AT 30<sup>th</sup> JUNE, 2024**

*(Rs. In Lakhs)*

<b>Sr. No</b>	<b>Particulars</b>	<b>Pre issue</b>	<b>Post issue</b>
	<b>Debts</b>		
A	Long Term Debt*	48.76	-
B	Short Term Debt*	31.55	-
C	<b>Total Debt</b>	<b>80.31</b>	-
	<b>Equity Shareholders Funds</b>		
	Equity Share Capital#	420.00	-
	Reserves and Surplus	110.06	-
D	<b>Total Equity</b>	<b>530.06</b>	-
	Long Term Debt/ Equity Ratio (A/D)	0.09	-
	Total Debt/ Equity Ratio (C/D)	0.15	-

Notes :

\* The amounts are consider as outstanding as on 30.06.2024

Post Issue figures are not available since issue price is not yet finalized.

## **SECTION VII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.*

*Our Board, in its meeting held on September 26, 2024, determined that outstanding legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5.00% of the Company’s trade payables as per the last restated financial statements.*

#### **A. LITIGATION INVOLVING THE COMPANY**

##### **(a) Criminal proceedings against the Company**

Except as mentioned below, there are no outstanding criminal proceedings initiated by the Company.

##### **(b) Criminal proceedings filed by the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### **(c) Actions by statutory and regulatory authorities against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

##### **(d) Tax Proceedings:**

###### **(i) Direct Tax: -**

###### **A.Y.2012-13**

Mittal Commerce Classes Limited (hereinafter referred to as the “Assessee”) had been issued with an order dated December 30, 2016 issued u/s. 143(3) r.w.s 147 of the Income Tax Act, 1961, making an addition of Rs. 15,55,245 /- to the returned income of Rs. 2,43,330 /- for the A.Y. 2012-13 allegedly being Unaccounted & Unexplained money within the meaning of sec 69A of the Income Tax Act,1961, while conducting a survey u/s 133A of the Income Tax Act,1961, thus raising a demand notice dated December 30, 2016 for an amount of Rs. 8,19,590/-.

Aggrieved by the aforementioned order, the assessee herein filed an appeal before the Joint Commissioner (Appeals) or the Commissioner of Income –Tax (Appeals) vide acknowledgement no. 584200311060117 dated January 05, 2017 and the same is pending vide Appeal Reference Number: CIT (A), Jaipur-1/11093/2016-17 and the same is pending.

A separate penalty proceedings u/s 271(1)(c) were ordered to be initiated against the assessee vide order dated December 30, 2016 by way issue of notice u/s 274 of the Income Tax Act ,1961.

As per latest details available on the Income Tax e-portal, there is no amount which is pending to be paid by the assessee.

###### **A.Y. 2013-14**

Mittal Commerce Classes Limited (hereinafter referred to as the “Assessee”) had been issued with an order dated December 30, 2016 issued u/s. 143(3) r.w.s 147 of the Income Tax Act, 1961, making an addition of Rs. 4,01,70,276/- to the returned income of Rs. 45,08,150 /- for the A.Y. 2013-14 by way of Unaccounted & Unexplained money within the meaning of sec

69A of the Income Tax Act,1961 while conducting a survey u/s 133A of the Income Tax Act,1961, thus raising a demand notice bearing Demand Reference No: 2016201310006185713C dated December 30, 2016 for an amount of Rs. 2,09,74,480/-

Aggrieved by the aforementioned order, the assessee herein filed an appeal before the Joint Commissioner (Appeals) or the Commissioner of Income –Tax (Appeals) vide acknowledgement no. 584340631060117 dated January 05, 2017 and the same is pending vide **Appeal Reference Number: CIT (A), Jaipur-1/11094/2016-17.**

A separate penalty proceedings u/s 271(1)(c) were ordered to be initiated against the assessee vide order dated December 30, 2016 by way issue of notice u/s 274 of the Income Tax Act ,1961.

As per latest details available on the Income Tax e-portal, an amount of Rs. 1,62,27,850/- in addition to an interest of Rs. 1,49,30,069/- is pending to be paid by the assessee.

#### **A.Y. 2014-15**

Mittal Commerce Classes Limited (hereinafter referred to as the “Assessee”) had been issued with an order dated December 30, 2016 issued u/s. 143(3) r.w.s 147 of the Income Tax Act, 1961, making an addition of Rs. 2,45,68,798/- to the returned income of Rs. 29,93,880/- for the A.Y. 2014-15 by way of Unaccounted & Unexplained money within the meaning of sec 69A of the Income Tax Act,1961 while conducting a survey u/s 133A of the Income Tax Act, 1961, thus raising a demand notice bearing Demand Reference No: 2016201410006192721C dated December 30, 2016 for an amount of Rs. 1,09,14,430/-

Aggrieved by the aforementioned order, the assessee herein filed an appeal before the Joint Commissioner (Appeals) or the Commissioner of Income –Tax (Appeals) vide acknowledgement no. 584379641060117 dated January 05, 2017 and the same is pending vide **Appeal Reference Number: CIT (A), Jaipur-1/11096/2016-17.**

A separate penalty proceedings u/s 271(1)(c) were ordered to be initiated against the assessee vide order dated December 30, 2016 by way issue of notice u/s 274 of the Income Tax Act ,1961.

As per latest details available on the Income Tax e-portal, an amount of Rs. 92,93,120/- in addition to an interest of Rs. 78,06,204 /- is pending to be paid by the assessee.

#### **A.Y. 2015-16**

Mittal Commerce Classes Limited (hereinafter referred to as the “Assessee”) had been issued with an order dated December 30, 2016 issued u/s. 143(3) r.w.s 147 of the Income Tax Act, 1961, making an addition of Rs. 49,47,444 /- to the returned income of Rs. 11,50,520 /- for the A.Y. 2015-16 by way of Unaccounted & Unexplained money within the meaning of sec 69A of the Income Tax Act,1961while conducting a survey u/s 133A of the Income Tax Act,1961, thus raising a demand notice bearing Demand Reference No: 2016201510006205281C dated December 30, 2016 for an amount of Rs. 19,45,860/- .

Aggrieved by the aforementioned order, the assessee herein filed an appeal before the Joint Commissioner (Appeals) or the Commissioner of Income –Tax (Appeals) vide acknowledgement no. 584448481060117 dated January 05, 2017 and the same is pending vide **Appeal Reference Number: CIT (A), Jaipur-1/11100/2016-17.**

A separate penalty proceedings u/s 271(1)(c) were ordered to be initiated against the assessee vide order dated December 30, 2016 by way issue of notice u/s 274 of the Income Tax Act, 1961.

As per latest details available on the Income Tax e-portal, an amount of Rs. 16,85,260/- in addition to an interest of Rs. 14,15,568 /- is pending to be paid by the assessee.

#### **A.Y. 2016-17**

Mittal Commerce Classes Limited (hereinafter referred to as the “Assessee”) had been issued with an order bearing no. ITBA/AST/S/143(3)/2018-19/1014664528(1) dated December 30, 2018 issued u/s. 143(3) of the Income Tax Act, 1961, making an addition of Rs. 3,30,85,903 /- to the returned income of Rs. 11,18,980/- for the A.Y. 2016-17 by way of Unaccounted & Unexplained money within the meaning of sec 69A of the Income Tax Act, 1961while conducting a survey u/s 133A of the Income Tax Act, 1961, thus raising a demand notice bearing Demand Reference No: 2018201637046928852C dated December 30, 2018 for an amount of Rs. 1,41,16,081/- .

Aggrieved by the aforementioned order, the assessee herein filed an appeal before the Joint Commissioner (Appeals) or the Commissioner of Income –Tax (Appeals) vide acknowledgement no. 413257971260119 dated January 26, 2019 and the same is pending vide **Appeal Reference Number: CIT (A), Jaipur-2/11318/2018-19.**



Separate penalty proceedings were initiated against the assessee vide show cause notice bearing no. ITBA/PNL/S/271(1)(c)/2018-19/1014665114(1), dated December 30, 2018 issued u/s. 271(1)(c) by way issue of notice u/s 274 of the Income Tax Act ,1961.

As per latest details available on the Income Tax e-portal, an amount of Rs. 1,12,91,860/- in addition to an interest of Rs. 67,75,080/- is pending to be paid by the assessee.

#### **A.Y. 2022-23**

As per details available on the website of the Income Tax Department MITTAL COMMERCE CLASSES LIMITED (hereinafter referred to as the “Assessee”) have been issued with a demand notice bearing Demand Reference No: 2022202237151605413C dated February 21, 2023 passed u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 4,17,020/- for the A.Y. 2022-23 and in addition to it, an interest of Rs. 45,870/- is has been calculated till date and both the amounts are pending to be paid by the assessee.

#### **Pending Liability of TDS:**

As per details available on the TRACES an aggregate outstanding amount of Rs. 5,81,531/- is determined to be paid from Previous years till 2024-25 against MITTAL COMMERCE CLASSES LIMITED (hereinafter referred to as the “Assessee”) as default on account of short payment and short deduction of TDS, and Interest on Payment default u/s 201 and Interest on Deduction default u/s 201 and late filing fees u/s 234E and Interest u/s 220(2) of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date however, the department may at any time issue recovery notices in which event the same shall become payable.

#### **(ii) Indirect Tax –**

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	M/s. Mittal Commerce Classes Private Limited 08AAGCM3859C1ZF (Rajasthan)	Joint Commissioner Circle –D , Jaipur II , AC /CTO Ward : Circle – D, Jaipur II , Jaipur II, Rajasthan	Show cause notice u/s. 74 & DRC-01 bearing Reference No. ZD080824015840E Dated: August 05, 2024 Period: July 2017 till March 2018	Based on Alert Notice No. 01/2024-25/POL dated July 27,2024 Non-payment of IGST under RCM in respect of OIDAR services (Advertising on the internet) received from M/s. Facebook Ireland Ltd. under sec 74, 9& 50 (3) of CGST / SGST Act 2017 R/W Section 20 of IGST Act 2017	Total Liability: Rs. 32,118/-	Pending for reply by taxpayer
2.	M/s. Mittal Commerce Classes Private Limited 08AAGCM3859C1ZF (Rajasthan)	Joint Commissioner Circle –J , Jaipur , AC /CTO Ward : Circle – J, Jaipur , Jaipur II, Rajasthan	Notice bearing reference no. ZD081220009538M dated December 18, 2020 Period: FY 2019-20	Notice for intimating discrepancies in the return after scrutiny u/s 61 of SGST Act 2017 R/W Rule 99 of SGST Rules 2017	Total Liability: Rs. 24,20,231/-	Pending for reply by taxpayer
3.	M/s. Mittal Commerce Classes Private Limited 08AAGCM3859C1ZF (Rajasthan)	Joint Commissioner Circle –D , Jaipur II , AC /CTO Ward : Circle – D, Jaipur II , Jaipur II, Rajasthan	Form GST ASMT-10 reference no. ZD080324004175S dated March 04, 2024 Followed by Form GST DRC-01 reference no. ZD0805240470789 dated May 20, 2024 Period: FY 2019-20 Form GST DRC-07 Order No. ZD0808240562639 dated August 21,2024	ITC Claimed After Last Date Of Availment Of ITC As Per Section 16(4) And GSTR-3B Filed After Due Date And Interest Short Paid/ Not Paid	Total Liability created in the order: Rs. 21,72,643/- (Inadmissible ITC: Rs. 8,81,333/-; Interest: Rs. 12,02,852/- Penalty: Rs. 88,458/-)	In absence of any reply filed by the taxpayer, an Order creating demand issued and the same is pending for response from the taxpayer
4.	M/s. Mittal Commerce Classes Private Limited 08AAGCM3859C1ZF (Rajasthan)	Joint Commissioner Circle –D , Jaipur II , AC /CTO Ward : Circle – D, Jaipur II , Jaipur II, Rajasthan	Form GST ASMT-10 reference no. ZD0809240621558 dated September 25, 2024 Period: FY 2020-21	Notice issued u/s. 61, 16 & 50 for intimating discrepancies in the return after scrutiny	Estimated liability created:  Difference in ITC Claimed V/s. Accrued: Rs. 31,983/- Interest Claimed: Rs. 8,69,230/-	The taxpayer has filed reply dated October 24, 2024 and the same is pending for response from the authority.

**(e) Other pending material litigations filed against the Company**

**1. Saurabh Mittal (Complainant) V/s. Mittal Commerce Classes (accused)**

**(Complaint /5073/2024 dated June 21, 2024 filed and pending with CMM ACMM MM Jaipur Metro I HQ)**

This is a Complaint filed by the complainant herein and the same is at a pre-trial stage and recording of evidence. Since the Complain has not been admitted yet and since no case has been framed by the concerned court in the matter yet, the case papers and the matter of complaint cannot be obtained from the court and hence the facts of the case cannot be mentioned herein. The matter is scheduled to be heard on November 29, 2024.

Connected Matter:

First Information Report No. 0527 dated June 07, 2024 lodged at Barkat Nagar, Tonk Phatak Police Station, against Mr. Saurabh Mittal (Complainant hereinabove), Mr. Kamesh Mittal (Brother of the Complainant hereinabove) and Mr. Harshit Sethia by Mr. Manoj Kumar Gupta for and on behalf of M/s. Mittal Commerce Classes Pvt. Ltd. The FIR alleged Mr. Saurabh Gupta (engaged as Vice President of Delhi Centre of M/s. Mittal Commerce Classes) and others of having fraudulently charged commission to the tune of Rs. 1.50 lakhs on purchase of electronic items by M/s. Mittal Commerce classes, purchased from Mr. Harshit Sethia through the Complainant hereinabove. The Complainant herein above has further been accused of threatening Mr. Manoj Kumar Gupta of M/s. Mittal Commerce classes for making a payment of Rs. 25.00 Lakhs failing which the Complainant hereinabove would commit suicide and tarnish the image of M/s. Mittal Commerce Class to the extent to pour heavily on it.

The chargesheet in the matter is yet to be prepared and the case is yet to be filed with the concerned court.

**(f) Other pending material litigations filed by the Company**

**Mittal Commerce Classes Pvt Ltd v/s Satish Chandra Soni**

**(Appeal bearing no. 37/2021 before the Appellate officer, Rent Tribunal, Jaipur Metro-1 and Rent Application 10/2015 Filed before the Jaipur Metro Court Complex I (Senior Civil Judge Jaipur Metro HQ))**

Mr. Satish Chandra Soni (“Satish”) claimed to have let out his property at shop No. 3 (Two storey building) Air Port Road, Sanganer, Jaipur (alleged premises) at a monthly rent of Rs. 21,000/- (with an increment of 5% every year) for a period of 5 years effective from March 01, 2013 to Mittal Commerce Classes Pvt. Ltd. (“MCC”). Satish alleged that MCC has defaulted in the payment of due rent since July 2013 till October 2014 aggregating to Rs. 4,24,400/-. He further alleged of having sent demand notice dated August 14, 2014 to MCC which returned undelivered on August 20, 2014. A second notice sent to the MCC also returned undelivered. Aggrieved by this, Satish filed a petition before the Senior Civil Judge, Jaipur Metro-I, HQ. The concerned authority, vide its order dated March 16, 2021, directed MCC to vacate the alleged premises within a period of 6 months from the date of order and to pay the balance payment of Rs. 3,44,400/- in addition to rent @ Rs. 22,050/- from the date of filing of the petition till the date of vacation of the premises.

Aggrieved by the aforementioned order, MCC filed an appeal bearing no. 37/2021 before the Appellate officer, Rent Tribunal, Jaipur Metro-1, and the same is pending and next date of hearing is November 27, 2024.

**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**

**(a) Criminal proceedings against the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters and Directors of the Company.

**(b) Criminal proceedings filed by the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Promoters and Directors of the Company.

**(c) Actions by statutory and regulatory authorities against the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters and Directors.

**(d) Tax Proceedings:**

(i) Direct tax –

**Manoj Kumar Gupta (Promoter): -****1. A.Y. 2022-23**

As per details available on the website of the Income Tax Department Mr. Manoj Kumar Gupta (hereinafter referred to as the “Assessee”) have been issued with a demand notice bearing Demand Reference No: 2022202237149758325T dated February 10, 2023 passed u/s. 154 of the Income Tax Act, 1961, raising a demand of Rs. 67,900/- for the A.Y. 2022 and an interest of Rs. 10,864/- has been calculated till date in respect of same and is pending to be paid by the assessee.

**Mr. Dinesh Kumar Badera (Non-Executive Director): -****1. A.Y. 2024-25**

As per details available on the website of the Income Tax Department Mr. Dinesh Kumar Badera (hereinafter referred to as the “Assessee”) have been issued with a demand notice bearing Demand Reference No: 2024202437307509251T dated September 21, 2024 passed u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 12,480/- for the A.Y. 2024-25 and an interest of Rs. 248/- has been calculated till date in respect of same and is pending to be paid by the assessee.

**(ii) Indirect Tax**

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	Manoj Kumar Gupta (Promoter) 08AEXPG5615 G1Z7 (Rajasthan)	Assistant Commissioner Circle –J , Jaipur III,- Ward -1 , Circle –J , Jaipur III, Jaipur –III, Rajasthan	Notice bearing reference no. ZD080722017651J dated July 14, 2022  Period: FY 2021-22	Three Monthly/One Quarterly R3B defaulters but having ITC accrued for more than Rs. 1.00 Lakh during Oct-Dec-21.	-	Reply is pending on behalf of Mr. Manoj Kumar Gupta
2.	M/S Mapple Collaborations (Proprietorship of Ms. Nagendra Bala, Promoter cum Director)  08AMBPB234 1J1ZH (Rajasthan)	Assistant Commissioner Circle –D , Jaipur II,- Ward -II , Circle-D, Jaipur II, Jaipur –II, Rajasthan	Notice bearing reference no. ZD080924016207D dated September 09, 2024  Period: FY 2023-24	Notice issued u/s 61, 55 of RGST Act 2017 for intimating discrepancies in outward tax liability declared in GSTR-3B and GSTR-1 in period 2023-24.	Total Liability: Rs. 2,82,692/-	Reply is pending on behalf of M/S Mapple Collaborations
3.	D.K. Products (Proprietorship of Mr. Dinesh Kumar Badera, Director)	Assistant Commissioner Circle –M , Jaipur III,- Ward -II , Rajasthan	Show Cause Notice bearing reference no. ZD080623067241I dated June 21, 2023  Followed by order bearing reference no. ZD080823041293F dated August 18, 2023	Show cause Notice issued u/s. 73 alleging availment of wrong ITC or tax due not paid or short paid	Total Liability: Rs. 33,170/- (Tax: Rs. 6,696/-, Interest: Rs. 6,474/- and Penalty:	The amount is pending to be paid

			Period: July 2017 till March 2018		Rs. 20,000/-)	
4.	D.K. Products (Proprietorship of Mr. Dinesh Kumar Badera, Director)	Assistant Commissioner Circle –M , Jaipur III,- Ward -II , Rajasthan	Show Cause Notice bearing reference no. ZD081024054893B dated October 24, 2024 Period: F.Y. 2020-21	Show cause Notice issued u/s. 73 claiming interest for delayed payments	Total Liability: Rs. 2,148/- (Interest)	The taxpayer is yet to file the reply

**(e) Other pending material litigations against the Promoters & Directors of the company**

As on the date of this DRHP, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by the Promoters & Directors of the company**

As on the date of this DRHP, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigations involving group companies, which can have a material impact on our Company.

**OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

The Board of Directors of our Company considers dues exceeding 5% of our Company’s total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company’s trade payables as per the last restated financial statements as material dues for the Company.

The trade payables for the fiscal ended on June 30, 2024 were ₹ 33.61 lakhs. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹ 1.68 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on September 26, 2024. As on June 30, 2024, there are 2 creditors to each of whom our Company owes amounts exceeding 5% of our Company’s Trade Payables and the aggregate outstanding dues to them being approximately ₹ 17.02 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company. Further, our Company does not have any creditors which are registered under the Micro, Small and Medium Enterprises Development Act, 2006.

As on June 30, 2024, our Company owes amounts aggregating to ₹ 33.61 lakhs approximately towards 86 trade creditors. There are no disputes with such entities in relation to payments to be made to them.

**Material Developments occurring After Last Balance Sheet Date**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 186 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## **GOVERNMENT AND OTHER STATUTORY 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 Red Herring 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.*

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated February 09, 2010 from the Registrar of Companies, Rajasthan, under the Companies Act, 1956 as "Mittal Commerce Classes Private Limited" (Company registration no. U80301RJ2010PTC030939).
2. Fresh Certificate of Incorporation dated September 17, 2024 from the Registrar of Companies, Central Processing Centre, consequent to conversion of the Company from "Mittal Commerce Classes Private Limited" to "Mittal Commerce Classes Limited" (Corporate Identification No. U80301RJ2010PLC030939).

### **Approvals in relation to the Issue**

#### **Corporate Approvals**

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on September 17, 2024, authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated September 21, 2024, passed under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated November 19, 2024, [●] and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus respectively with NSE EMERGE.

#### **Approvals from Stock Exchange**

1. Our Company has received in- principle listing approval from the NSE EMERGE dated [●] for listing of Equity Shares issued pursuant to the issue.

#### **Other Approvals**

1. The Company has entered into a tripartite agreement dated October 17, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Pvt Ltd. for the dematerialization of its shares.
2. The Company has entered into an agreement dated November 06, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Pvt Ltd., for the dematerialization of its shares.
3. ISIN Registration number is INE18O101013

**APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:****Tax Related Approvals**

S. No	Description	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAGCM3859C	Income Tax Department	March 11, 2010	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	JPRM05692B	Income Tax Department	--	Valid till Cancelled
3.	GST Registration Certificate (Delhi)	07AAGCM3859C1ZH	Goods And Services Tax Department	Date Of Liability May 16, 2023  Latest amended certificate dated May 16, 2023	Valid till Cancelled
4.	GST Registration Certificate (Rajasthan)	08AAGCM3859C1ZF	Goods And Services Tax Department	Date Of Liability July 01, 2017  Latest Amended Certificate dated May 09, 2024	Valid till Cancelled

**Registrations related to Business:**

S. No.	Description	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under the Employees Provident fund (EPF) (Jaipur)	RJRAJ1485384000	Employees' Provident Fund Organisation	August 22, 2018	Valid till Cancelled
2.	Registration under Employees State Insurance Act (Jaipur)	15000445430001399	Employees State Insurance Corporation	--	Valid till Cancelled
3.	Udyam Registration Certificate	UDYAM-RJ-17-0197963	Ministry of Micro Small & Medium Enterprises	October 11, 2022	Valid till Cancelled

**Registration Certificates of Establishments:**

S.No.	Description	Nature of Registration	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	12, Rishi Colony, Near Gandhi Nagar	Registration under Rajasthan Shops And	SCA/2024/14/133038	Government of Rajasthan,	February 23, 2024	Valid till Cancelled

	Railway Station Gate No.2, Tonk Road, Jaipur, Rajasthan - India, 302015	Commercial Establishments Acts ,1958		Department of Labour		
		Fire NOC	LSG/JAIPUR GREATER/FI RENOC/2024-25/32206	Deputy Commissioner Fire Officer, Nagar Nigam, Jaipur Greater,	September 30, 2024	September 29, 2025
2.	Sandhya, 15, Ambabari Shoping Centre, Ambabari, Jaipur Greater, Jaipur, Rajasthan	Registration under Rajasthan Shops And Commercial Establishments Acts ,1958	SCA/2024/14/1 33513	Government of Rajasthan, Department of Labour	September 03, 2024	Valid till Cancelled
		Fire NOC	LSG/JAIPUR GREATER/FI RENOC/2023-24/27360	Fire Officer, Nagar Nigam, Jaipur Greater,	April 15, 2024	Valid till April 14, 2025
3.	A-491, Near Nursery Circle, Vaishali Nagar Jaipur (Raj.) 302021	Registration under Rajasthan Shops And Commercial Establishments Acts ,1958	SCA/2024/14/1 33041	Government of Rajasthan, Department of Labour	February 27, 2024	Valid till Cancelled
		Fire NOC	LSG/JAIPUR GREATER/FI RENOC/2023-24/26835	Fire Officer, Nagar Nigam, Jaipur Greater,	March 12, 2024	March 11, 2025

### Intellectual Property

#### Trademarks registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Date of Registration & Validity	Current Status
1.	Device ” MCC” 	41	2039137	Mittal Commerce Classes (P.) Ltd.	October 18, 2010 till October 18, 2030	Registered
2.	Device” MITTAL CA INSTITUTE” 	41	2039138	Mittal Commerce Classes (P.) Ltd.	October 18, 2010 till October 18, 2030	Registered
3.	Word “MITTAL CLASSES”	41	3944190	Mittal Commerce Classes (P.) Ltd.	September 13, 2018 till September 13, 2028	Registered
4.	Word “MITTAL INSTITUTE”	41	3944191	Mittal Commerce Classes (P.) Ltd.	September 13, 2018 till September 13, 2028	Registered



## **OUR GROUP COMPANIES**

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and others as considered material by our Board. Further, pursuant to a resolution of our Board dated September 26, 2024 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as Group Company if such company fulfils the below mentioned conditions:

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“Restated Financial Statements”); or
- b. if such company fulfils both the below mentioned conditions: -
  - i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
  - ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.

Except as stated below, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company

1. Forgrad Classes Private Limited (“FCPL”);

### **Details of our Group Companies:**

#### **1. Forgrad Classes Private Limited (“FCPL”)**

Forgrad Classes Private Limited was incorporated on May 20, 2022 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre.

**Details are as follows:**

<b>CIN</b>	U80903RJ2022PTC081518
<b>PAN</b>	AAFCF0599P
<b>Registered Office</b>	Mittal Tower, 12, Room No. 11, 1st Floor Rishi Colony, Tonk Road, Jaipur, Jaipur, Rajasthan, India, 302015

### **Financial Information**

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements of our group companies are available on the website of our company at [www.mccjpr.com](http://www.mccjpr.com)

It is clarified that such details available on our Group Companies’ websites do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Group Companies’ website, as mentioned above, would be doing so at their own risk.

### **Other Confirmations:**

- a) None of our Group Companies is listed on any stock exchange nor any of the Group Companies have made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Companies are in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) None of the above-mentioned Group Companies are a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Companies have not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

### **Common pursuits**

Forgrad Classes Private Limited (“FCPL”) has not generated any revenue from operations as per its last audited financial statements for fiscal 2024, 2023 and 2022. However, the main objects of FCPL allows it to carry on business to own, establish, acquire, run or operate either on its own or franchisees fully equipped schools, colleges, educational institutes, coaching centers etc to promote and disseminate knowledge, consultancy and other related services, which can be construed as similar line of business as of our Company.

As a result, conflicts of interests may arise in allocating business opportunities amongst our Companies and in circumstances where our respective interests diverge. Our Company will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise. For further details, see “Risk Factor” on page 26.

### **Nature and extent of interest of our Group Companies**

#### **a) Interest in the promotion of our Company**

None of our Group Companies has any interest in the promotion of our Company.

#### **b) Interest in the property acquired or proposed to be acquired by the Company**

None of our Group Companies is interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

#### **c) Interest in transactions for acquisition of land, construction of building, or supply of machinery**

None of our Group Companies is interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

### **Related business transactions and their significance on the financial performance of our Company**

Other than the transactions disclosed in the section “*Financial Information –Related Party Transactions*”, there are no related business transactions between the Group Companies and our Company.

### **Business interest of our Group Companies in our Company**

Except as disclosed in the section “*Financial Information –Related Party Transaction*”, our Group Companies have no business interests in our Company.

### **Litigations**

Our Group Companies does not have any pending litigation which can have a material impact on our Company.

### **Undertaking / Confirmations by our Group Companies**

None of our Promoters or Promoter Group or Group Companies or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies/Promoter Group entities have been declared as a wilful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

*The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e [www.mccjpr.com](http://www.mccjpr.com).*

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Corporate Approvals:**

The Board of Directors, pursuant to a resolution passed at their meeting held on September 17, 2024 authorized the Issue, subject to the 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. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on September 21, 2024 authorized the Issue.

#### **In-principle Approval:**

Our Company has obtained in-principle approval from the NSE Emerge (SME Platform) for using its name in the Offer Documents pursuant to an approval letter dated [●], NSE is the Designated Stock Exchange.

#### **Prohibition by SEBI, RBI or governmental authorities**

As on date of this Draft Red Herring Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our directors, person(s) in control of the promoter, our Group Companies or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

The companies, with which our directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our Directors are associated with as promoter or directors.

#### **Prohibition with respect to wilful defaulter or a fraudulent borrower**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

#### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital does not exceed 10 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange [in this case being the “SME Platform of NSE (NSE EMERGE)”].

#### **We confirm that:**

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting, please refer to section titled “**General Information – Underwriting**” beginning on page 52 of this Draft Red Herring Prospectus.

2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE (NSE EMERGE). For further details of the arrangement of market making please refer to section titled ***“General Information- Details of the Market Making Arrangements for this Issue”*** beginning on page 53 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of NSE and National Stock Exchange of India Limited is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.
11. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated October 17, 2024 and National Securities Depository Limited (NSDL) dated November 06, 2024 for establishing connectivity.
12. Our Company has a website i.e. <https://mccjpr.com//>
13. There has been no change in the promoters of the Company in the preceding one year from date of filing application to SME Platform of NSE.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of NSE:

- 1) Our Company was incorporated on February 09, 2010 under the name & style of “Mittal Commerce Classes Private Limited”, a private limited Company under the provisions of the Companies Act, 1956, pursuant to a Certificate of Incorporation issued by Registrar of Companies, Jaipur. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on August 05, 2024 and the name of our Company was changed from “Mittal Commerce Classes Private Limited” to “Mittal Commerce Classes Limited” vide fresh certificate of incorporation dated September 17, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our Company is U80301RJ2010PLC030939.

- 2) The post issue paid up capital of the company will be up to 57,12,000 shares of face value of ₹ 10/- aggregating up to ₹ 5.71 Crores which is less than ₹ 25 Crores.
- 3) The Company has a track record of at least 3 years as on the date of filling Draft Red Herring Prospectus.
- 4) The company has 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:

(Amount in ₹ Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth	426.73	85.61	78.40
Operating Profit (EBITDA)	506.50	55.42	29.96

- 5) The company has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application (as per audited financials).

(Amount in ₹ Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net cash flow from operations-(A)	168.25	-7.67	-26.33
Net Purchase of Fixed Assets-(B)	-89.99	-20.83	-8.91
Net-Borrowings-(C)	-42.60	37.87	7.28
Post tax Interest expenses-(D)	-10.69	-3.60	-6.06
<b>Free Cash Flow to equity (A+B+C-D)</b>	<b>24.97</b>	<b>5.77</b>	<b>-34.02</b>

- 6) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
- 7) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
- 8) Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- 9) None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
- 10) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 11) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- 12) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
- 13) We confirm that:
  - i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
  - ii. There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
  - iii. There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled “Outstanding Litigation and Material Developments” beginning on page 196 of this Draft Red Herring Prospectus.
  - iv. There are no criminal cases/investigation/offences filed against the director of the company with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences, except as stated in the section titled “Outstanding Litigation and Material Developments” beginning on page 196 of this Draft Red Herring Prospectus.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of NSE. The Company has a track record of at least 3 years as on the date of filing Draft Red Herring Prospectus.

#### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE 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 DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, SEREN CAPITAL PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE 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 INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, SEREN CAPITAL PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SEREN CAPITAL PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 19, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Jaipur in terms of sections 26 and 33 of the Companies Act, 2013.

#### Statement on Price Information of Past Issues handled by Seren Capital Private Limited:

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	NIL	NA	NA	NA	NA	NA	NA	N.A.

#### Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	0	-	-	-	-	-	-	-	-	-	-	-	-	-

### Track Record of past issues handled by Seren Capital Private Limited

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at [www.serencapital.in](http://www.serencapital.in).

### 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 the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Seren Capital Private Limited), and our Company on October 26, 2024 and the Underwriting Agreement dated [●] entered into between the Underwriter, and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates for which they have received and may in future receive compensation.

### Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

### 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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative 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 the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a



minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession 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 jurisdiction of the competent court(s) in Jaipur, Rajasthan, India 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. 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 from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **Disclaimer Clause of the SME Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **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 Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 and legislations in each jurisdiction, including India.

#### **Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the SEBI/ RoC**

The Draft Red Herring Prospectus is being filed with the National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

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

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

### **Listing**

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on SME Platform of NSE (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, all moneys received from the applicants in pursuance of the Draft Red Herring 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, 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 mentioned above are taken within Six (6) Working Days of the Bid/Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Six (6) Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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 to action under section 447 of the Companies, Act 2013

### **Consents**

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank\*, Syndicate Members\*, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

*\*The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, M/s. **Maheshwari & Co.**, Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Special Tax Benefits relating to the special tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

## **Experts Opinion**

Except for the reports in the section titled “*Financial Statements*” and “*Statement of Special Tax Benefits*” on page 140 and 86 respectively of this Draft Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

## **Fees, Brokerage and Selling Commission payable**

The total fees payable to the Book Running Lead Manager will be as per the (i) Agreement dated October 26, 2024 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring Prospectus until the Bid/Issue Closing Date.

## **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated October 26, 2024, a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

## **Particulars regarding Public or Rights Issues during the last five (5) years**

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.

## **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to the section titled “*Capital Structure*” beginning on page 56 of this Draft Red Herring Prospectus.

## **Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

## **Previous capital issue during the last three years by listed Group Companies of our Company**

None of our Group Companies are listed. Further, none of our Group Companies have made any capital issue of securities in the preceding three years.

## **Performance vis-à-vis objects**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

## **Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **Partly Paid-Up Shares**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

## **Outstanding Convertible Instruments**

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

### **Option to Subscribe**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

### **Stock Market Data for our Equity Shares**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

### **Investor Grievances and Redressal System**

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and Demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there are no investors complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be within 15 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 Bhuvnesh Kumar Sharma, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Prachi Mittal  
Company Secretary and Compliance Officer  
**Mittal Commerce Classes Limited**  
**Address:** Plot No. 12 Rishi Colony, Tonk Road, Jaipur,  
Rajasthan, India – 302015  
**Tel. No.:** +91- 9929325016  
**Email:** [cs@mccjpr.com](mailto:cs@mccjpr.com)  
**Website:** <https://mccjpr.com/>

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

Our Board by a resolution on December 30, 2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled ***“Our Management”*** beginning on page 120 of this Draft Red Herring Prospectus.

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

### **Disposal of investor grievances by listed companies under the same management as our Company**

We do not have any listed company under the same management.

### **Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled ***“Statement of Special Tax Benefits”*** beginning on page 86 of this Draft Red Herring Prospectus.

### **Purchase of Property**

Other than as disclosed in Section ***“Our Business”*** beginning on page 99 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

### **Capitalization of Reserves or Profits**

Save and except as stated in ***“Capital Structure”*** on page 56 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

### **Revaluation of assets**

There has not been any revaluation of assets since incorporation of the Company.

### **Servicing Behavior**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

### **Payment or benefit to officers of Our Company**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled ***“Our Management”*** beginning on page **Error! Bookmark not defined.** and chapter ***“Financial Information”*** beginning on page 140 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

### **Exemption from complying with any provisions of securities laws, if any**

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

**SECTION VIII: ISSUE RELATED INFORMATION**  
**TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.*

*Further vide the said circular Registrar to the offer and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the offer and Depository Participants as and when the same is made available.*

**Authority for the Issue**

The present Public Issue of upto 15,12,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 17, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on September 21, 2024 in accordance with the provisions of Section 23(1)(c), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

**Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, ‘**Main Provisions of Article of Association**’, beginning on page 261 of this Draft Red Herring Prospectus.

**Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association**” beginning on page 139 and 261 respectively of this Draft Red Herring Prospectus.

**Face Value and Issue Price**

The face value of each Equity Share is ₹ 10.00 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 Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Jaipur edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and 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 the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI ICDR Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **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:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "*Main Provisions of the Articles of Association*" beginning on page 261 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.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated November 06, 2024 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated October 17, 2024 between CDSL, our Company and Registrar to the Issue.

### **Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Emerge (SME platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is 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**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the 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 SCSB s collected shall be unblocked within four (4) working days of closure of Issue forthwith..

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Jaipur, Rajasthan, India.

**The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the U.S. Securities Act, 1933 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.**

### **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.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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 of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents 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:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (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.

### **Period of Subscription List of Public Issue**



Event	Indicative Dates
Bid/ Issue Opening Date	[●] <sup>1</sup>
Bid/ Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange(T+1)	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*(T+2)	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees(T+2)	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange(T+3)	On or about [●]

Note <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations

<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

\*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

**The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

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 Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ 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 RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, 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.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not 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 Bid-Cum-Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum-Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum-Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves 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 shall not be less than the face value of the Equity Shares.

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.

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “**General Information - Underwriting**” on page 52 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹25.00 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores and if the company fulfils the eligibility criteria for listing laid down by the main board, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the NSE Emerge (SME platform of NSE), wherein the BRLM to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company the BRLM and the Market Maker please refer to section titled "*General Information - Details of the Market Making Arrangements for this Issue*" on page 53 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 SME platform of NSE.

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:**

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.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

### **Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Restrictions 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 Promoters minimum contribution in the Issue as detailed under section titled "*Capital Structure*" beginning on page 56 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There 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 261 of this Draft Red Herring Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("*SME Exchange*", in this case being the NSE Emerge i.e. SME platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the issue*" and "*Issue Procedure*" on page 219 and 230 of this Draft Red Herring Prospectus.

### Issue Structure:

Initial Public Issue of up to 15,12,000 Equity Shares of ₹10 each (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of upto [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto [●] Equity Shares of ₹ 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.47% and [●] %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
<b>Percentage of Issue Size available for allocation</b>	[●] of the Issue Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will 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.
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (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 basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
		Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
<b>Trading Lot</b>	[●] 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 and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) 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 <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

\* Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

(1) 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 price Anchor Investor Allocation Price.

(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, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid cum Application Forms 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.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 240 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

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.

### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring 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, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

### **Issue Program**

<b>Event</b>	<b>Indicative Dates</b>
Bid/ Issue Opening Date	[●] <sup>1</sup>
Bid/ Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange(T+1)	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account Id Linked Bank Account*(T+2)	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees(T+2)	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange(T+3)	On or about [●]

The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE Emerge platform is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

*Note <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

*<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum- Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded would be rejected. 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 physical Bid-Cum-application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).



## 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 issued by SEBI and the UPI Circulars “the General Information Document” which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, 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 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 ASBA Bidders (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 and electronic registration of bids; (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.*

*SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective alongwith the existing process existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), With effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

*Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

*The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on [www1.nseindia.com/emerger](http://www1.nseindia.com/emerger) For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).*

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Red Herring Prospectus.*

*Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.*

### ***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 UPI Circulars, UPI mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment Mechanism, the UPI Circular have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever 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 designated intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, decided to continue Phase II of Unified Payments Interface with Application Supported by Blocked Amount until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

## **PART A**

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 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 dematerialised segment of the Stock Exchanges.

***Investors 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, PAN and UPI ID, as applicable, 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 rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.***

#### **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. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs 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.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

**Anchor Investors are not permitted to participate in the issue 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.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form 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 SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to

- Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹2,00,000.

**2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The 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 the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e., one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “*Escrow Mechanism - Terms of payment and payment into the Escrow Accounts*” in the section “*Issue Procedure*” beginning on page 243 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual bidders may bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates / Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders**

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national



newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **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 ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 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 ₹2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 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.

#### **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.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

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 limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the 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).

#### **.BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined

in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUFs:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS:**

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:**

In case of Applications made by Systemically Important Non-Banking Financial Companies, 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 net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **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 reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **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 the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2,500 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 reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to 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
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves 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 and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, 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 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 are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as

amended (the “Banking Regulation Act”), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks’ own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/ corporate debt restructuring / strategic debt restructuring, or to protect the banks’ interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company’s paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **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 Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall

remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account 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:

- a. In case of resident Anchor Investors: “[●]”
- b. 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.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of 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.
13. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive



this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### **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.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Draft Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.

9. 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;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the 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;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. 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;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by 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 submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. 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 Applicant;
14. 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;
15. Bids by UPI Bidders with Bid Amount of a value of more than ₹200,000 (net of retail discount);
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 by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).

- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

### **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the BID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

## **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details .
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

### **Process for generating list of Allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## **BASIS OF ALLOTMENT**

- a. **For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) 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 price at which allocation is being done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;  
  
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) 50% of the Equity Shares Allotted to the 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.

**d) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**e) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**f) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (SME platform of NSE) (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:



- Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are

liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge (SME platform of NSE) where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **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.”

### **Undertakings by Our Company**

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent 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 three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two 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 exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated November 06, 2024 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated October 17, 2024 between CDSL, our Company and Registrar to the Issue.

The Company's equity shares bear an ISIN No. INE18O101013.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India 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.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the 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 Investors"), 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 foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder 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 Bidder shall intimate our Company and the Registrar to the Issue 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 and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be

subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance

with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager 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. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

*The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on August 05, 2024 In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.*

<b>INTERPRETATION</b>	
a)	<p>In these Articles unless there be something in the subject matter or context inconsistent therewith:</p> <ul style="list-style-type: none"><li>a. "The Act" means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.</li><li>b. "Articles" means Articles of Association of the Company as originally framed or altered from time to time.</li><li>c. "Beneficial Owner" shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.</li><li>d. "Board" or "Board of Director" means the Collective body of the Board of Directors of the Company.</li><li>e. "Chairman" means the Chairman of the Board of the Directors of the Company.</li><li>f. "The Company" means <b>MITTAL COMMERCE CLASSES LIMITED</b></li><li>g. "Depositories Act, 1996" shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.</li><li>h. "Depository" shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.</li><li>i. "Directors" mean the Directors for the time being of the Company.</li><li>j. "Dividend" includes any interim dividend.</li><li>k. "Document" means a document as defined in Section 2 (36) of the Companies Act, 2013.</li><li>l. "Equity Share Capital", with reference to any Company limited by shares, means all share capital which is not preference share capital;</li><li>m. "KMP" means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.</li><li>n. "Managing Director" means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.</li><li>o. "Month" means Calendar month.</li><li>p. "Office" means the registered office for the time being of the Company.</li><li>q. "Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;</li><li>r. "Postal Ballot" means voting by post or through any electronic mode.</li><li>s. "Proxy" includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.</li><li>t. "Public Holiday" means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.</li><li>u. "Registrar" means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.</li><li>v. "Rules" means the applicable rules as prescribed under the relevant sections of the Act for time being in force.</li><li>w. "SEBI" means Securities &amp; Exchange Board of India established under Section 3 of the Securities &amp; Exchange Board of India Act, 1992.</li><li>x. "Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)</li></ul>



	<p>y. “Share” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.</p> <p>z. “Seal” means the common seal of the Company.</p> <p>aa. “Preference Share Capital”, with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to—</p> <p>(i) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and</p> <p>(ii) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;</p> <p>bb. “Persons” include corporations and firms as well as individuals.</p> <p>cc. Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.</p> <p>Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.</p> <p>‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.</p>
<b>SHARE CAPITAL</b>	
b)	The Authorized 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 the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
c)	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting
<b>ISSUE OF SWEAT EQUITY SHARES</b>	
d)	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.
<b>ISSUE OF DEBENTURES</b>	
e)	The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.
<b>ISSUE OF SHARE CERTIFICATES</b>	
f)	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within fifteen days (15) of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first.</p> <p>ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;</p>

	<p>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iv. 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.</p>
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 Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate.
8.	Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
9.	The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.
<b>POWER TO PAY COMMISSION IN CONNECTION WITH THE SECURITIES ISSUED</b>	
10.	<p>i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
<b>VARIATIONS OF SHAREHOLDER'S RIGHT</b>	
11.	<p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
12.	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.
<b>ISSUE OF PREFERENCE SHARES</b>	
13.	Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.
<b>FURTHER ISSUE OF SHARES</b>	
14.	<p>1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <p>(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.</p> <p>(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.</p> <p>(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.</p> <p>2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p>

	<p>3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:  Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.</p>
<b>LIEN</b>	
15.	<p>i. The Company shall have a first and paramount lien—</p> <ol style="list-style-type: none"> <li>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</li> <li>b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company;</li> <li>c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer’s lien shall be restricted to moneys called or payable at a fixed time in respect of such shares</li> </ol> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>ii. 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.</p>
16.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <ol style="list-style-type: none"> <li>a. unless a sum in respect of which the lien exists is presently payable; or</li> <li>b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</li> </ol>
17.	<ol style="list-style-type: none"> <li>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</li> <li>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</li> <li>iii. 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.</li> </ol>
18.	<ol style="list-style-type: none"> <li>i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</li> <li>ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</li> </ol>
<b>JOINT HOLDINGS</b>	
19.	<p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles: -</p> <ol style="list-style-type: none"> <li>a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.</li> <li>b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.</li> <li>c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the 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.</li> <li>d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.</li> <li>e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents</li> </ol>

	<p>from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.</p> <p>f) (i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.</p> <p>(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.</p> <p>g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.</p>
	<b>CALLS ON SHARES</b>
20.	<p>i. 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:</p> <p>ii. Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>iii. 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.</p> <p style="padding-left: 40px;">A call may be revoked or postponed at the discretion of the Board.</p>
21.	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.
22.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
23.	<p>i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.</p> <p>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
24.	<p>i. 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 regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture</p> <p>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
25.	<p>The Board—</p> <p>i. 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</p> <p>ii. 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 not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.</p>
26.	<p>Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.</p> <p>Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.</p>
27.	The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.

28.	The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.
<b>TRANSFER OF SHARES</b>	
29.	<ul style="list-style-type: none"> <li>i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.</li> <li>ii. Each share in the Company shall be distinguished by its appropriate number.</li> <li>iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.</li> </ul>
30.	<ul style="list-style-type: none"> <li>i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</li> </ul>
31.	<p>The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-</p> <ul style="list-style-type: none"> <li>i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</li> <li>ii. any transfer of shares on which the Company has a lien.</li> <li>iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.</li> </ul>
32.	<p>The Board shall decline to recognise any instrument of transfer unless—</p> <ul style="list-style-type: none"> <li>i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</li> <li>ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.</li> <li>iii. Provided that, transfer of shares in whatever lot shall not be refused.</li> <li>iv. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),</li> <li>v. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred; If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.</li> </ul>
33.	The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay.
34.	<p>On giving not less than seven days' previous notice in accordance with section 91 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:</p> <p>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</p>
35.	The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.
<b>REGISTER OF TRANSFERS</b>	

36.	The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.
<b>DEMATERIALIZATION OF SECURITIES</b>	
37.	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p style="padding-left: 40px;">a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p>b. Option for Investors:</p> <p style="padding-left: 40px;">Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.</p> <p style="padding-left: 40px;">If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security</p> <p>c. Securities in Depository to be in fungible form: -</p> <p style="padding-left: 40px;">ii. All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.</p> <p style="padding-left: 40px;">iii. Nothing contained in Sections 88, 89, 112 &amp; 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.</p> <p style="padding-left: 40px;">a. Rights of Depositories &amp; Beneficial Owners: - Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.</p> <p style="padding-left: 40px;">b. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.</p> <p style="padding-left: 40px;">c. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.</p> <p>ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.</p> <p>iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.</p> <p>iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p>v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.</p> <p>vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of</p>

	<p>this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.</p>
<b>TRANSMISSION OF SHARES</b>	
38.	<p>i. 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.</p> <p>ii. Nothing in clause (i) 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.</p>
39.	<p>i. Any person becoming entitled to a share, in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—</p> <p style="padding-left: 40px;">a. to be registered himself as holder of the share; or</p> <p style="padding-left: 40px;">b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>
40.	<p>i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
41.	<p>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:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
42.	<p>The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p> <p>No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.</p>
<b>FORFEITURE OF SHARES</b>	
43.	<p>If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.</p>
44.	<p>The notice aforesaid shall—</p> <p>i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>
45.	<p>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 to that effect.</p>
46.	<p>i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</p> <p>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>
47.	

	<ul style="list-style-type: none"> <li>i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.</li> <li>ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.</li> </ul>
48.	<ul style="list-style-type: none"> <li>i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has 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;</li> <li>ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;</li> <li>iii. The transferee shall thereupon be registered as the holder of the share; and The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</li> </ul>
49.	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.
50.	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.
51.	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.
52.	The Board may, subject to the provision 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.
53.	The Provisions of these regulations 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.
54.	The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
<b>INITIAL PAYMENT NOT TO PRECLUDE FORFEITURE</b>	
55.	Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.
<b>ALTERATION OF CAPITAL</b>	
56.	The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
57.	Subject to the provisions of section 61, the Company may, by ordinary resolution,— <ul style="list-style-type: none"> <li>i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
<b>CONVERSION OF SHARES INTO STOCK</b>	
58.	Where shares are converted into stock,—



	<p>i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</p> <p>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>ii. 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.</p> <p>iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</p>
<b>REDUCTION OF CAPITAL</b>	
59.	<p>The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —</p> <p>i. its share capital;</p> <p>ii. any capital redemption reserve account; or</p> <p>iii. Any share premium account</p>
<b>SHARE WARRANTS</b>	
60.	<p>The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly 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) of 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 of a share warrant.</p> <p>The bearer of a share warrant may at any time, deposit the warrant in 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 member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.</p> <p>Not more than one person shall be recognized as depositor of the share warrant.</p> <p>The Company shall, on two days written notice, return the deposited share warrants to the depositor.</p> <p>Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.</p> <p>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.</p>
<b>CAPITALISATION OF PROFITS</b>	
61.	<p>i. The Company in general meeting may, upon the recommendation of the Board, resolve—</p> <p>a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p>

	<p>b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—</p> <p>a. paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;</p> <p>c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</p> <p>d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;</p> <p>e. The Board shall give effect to the resolution passed by the Company in pursuance of this - regulation.</p> <p>iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.</p>
62.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>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</p> <p>b. generally to do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>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 becoming distributable in fractions; and</p> <p>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 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;</p> <p>iii. Any agreement made under such authority shall be effective and binding on such members.</p>
<b>BUY- BACK OF SHARES</b>	
63.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.
<b>GENERAL MEETING</b>	
64.	All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.
65.	<p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.</p> <p>a)</p> <p>iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>
<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
66.	<p>i. 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.</p> <p>ii.</p>

	<p>i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.</p> <p>ii. In any other case, the quorum shall be decided as under:</p> <p>a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;</p> <p>b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</p>
67.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
68.	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.
69.	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.
70.	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
71.	A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.
<b>DEMAND FOR POLL</b>	
72.	<p>i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.</p> <p>ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p>
<b>TIME FOR TAKING POLL</b>	
73.	<p>i. A poll demanded on a question of adjournment shall be taken forthwith.</p> <p>ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.</p>
<b>ADJOURNMENT OF MEETING</b>	
74.	<p>i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>iii. 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.</p> <p>iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
<b>VOTING RIGHTS</b>	
75.	Subject to any rights or restrictions for the time being attached to any class or classes of shares,— <p>i. on a show of hands, every member present in person shall have one vote; and</p> <p>ii. 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.</p>
76.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
77.	<p>i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>

78.	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.
79.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
80.	Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
81.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
82.	<ul style="list-style-type: none"> <li>i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</li> <li>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive</li> </ul>
83.	No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
<b>CASTING VOTE</b>	
84.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.
<b>REPRESENTATION OF BODY CORPORATE</b>	
85.	A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.
<b>CIRCULATION OF MEMBER'S RESOLUTION</b>	
86.	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.
<b>RESOLUTION REQUIRING SPECIAL NOTICE</b>	
87.	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.
<b>RESOLUTIONS PASSED AT ADJOURNED MEETING</b>	
88.	The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.
<b>REGISTRATION OF RESOLUTIONS AND AGREEMENTS</b>	
89.	The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.
<b>MINUTES OF PROCEEDINGS OF GENERAL MEETING AND OF BOARD AND OTHER MEETINGS</b>	
90.	<ul style="list-style-type: none"> <li>i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.</li> <li>ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed: <ul style="list-style-type: none"> <li>A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</li> <li>B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.</li> </ul> </li> </ul>

	<p>C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:</p> <ol style="list-style-type: none"> <li>a. the names of the Directors present at the meetings, and</li> <li>b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.</li> </ol> <p>iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:</p> <ol style="list-style-type: none"> <li>a. is or could reasonably be regarded, as defamatory of any person</li> <li>b. is irrelevant or immaterial to the proceedings; or</li> <li>c. in detrimental to the interests of the Company.</li> </ol> <p>iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.</p>
<b>MINUTES TO BE CONSIDERED TO BE EVIDENCE</b>	
91.	The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.
<b>PUBLICATION OF REPORTS OF PROCEEDING OF GENERAL MEETINGS</b>	
92.	No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting
<b>PROXY</b>	
93.	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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
94.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
95.	<p>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:</p> <p>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.</p>
<b>BOARD OF DIRECTORS</b>	
96.	<p>The First Directors of the Company shall be:</p> <ol style="list-style-type: none"> <li><b>1. Manoj Kumar Gupta</b></li> <li><b>2. Ritesh Rastogi</b></li> </ol>
97.	The Directors need not hold any "Qualification Share(s)".
98.	<p>Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:</p> <p>He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.</p>

	Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.
99.	<ul style="list-style-type: none"> <li>i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</li> <li>ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them— <ul style="list-style-type: none"> <li>a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>b. in connection with the business of the company.</li> </ul> </li> </ul>
100.	The Board may pay all expenses incurred in getting up and registering the company.
101.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
102.	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.
103.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
104.	<ul style="list-style-type: none"> <li>i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</li> <li>ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.</li> </ul>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
105.	Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
106.	The remaining Directors shall be appointed in accordance with the provisions of the Act.
107.	At the Annual General Meeting in each year one-third 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, the number nearest to one-third shall retire from office.
108.	Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became 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. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
109.	Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
110.	Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.
<b>NOMINEE DIRECTOR</b>	
111.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as “the Corporation”) continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.

112.	The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
113.	The Nominee Directors so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.
114.	The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.  Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.
115.	Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.
<b>REMOVAL OF DIRECTORS</b>	
116.	The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
117.	Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
118.	On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
119.	Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,  (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:  Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.
120.	A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.

121.	A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
122.	If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act:  Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.
123.	Nothing in this section shall be taken- <ul style="list-style-type: none"> <li>a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or</li> <li>b) as derogating from any power to remove a director under other provisions of this Act.</li> </ul>
<b>REMUNERATION AND SITTING FEES TO DIRECTORS INCLUDING MANAGING AND WHOLE TIME DIRECTORS</b>	
124.	Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.  In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them. <ul style="list-style-type: none"> <li>a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or</li> <li>b. In connection with the business of the Company.</li> </ul>
125.	Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.
<b>POWERS AND DUTIES OF DIRECTORS:</b>	
<b>Certain powers to be exercised by the Board only at meeting</b>	
126.	<ul style="list-style-type: none"> <li>i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board. <ul style="list-style-type: none"> <li>a. The power to make calls on shareholders in respect of money unpaid on their shares;</li> <li>b. The Power to authorize buy-back of securities under Section 68 of the Act.</li> <li>c. Power to issue securities, including debenture, whether in or outside India</li> <li>d. The power to borrow moneys</li> <li>e. The power to invest the funds of the Company,</li> <li>f. Power to Grant loans or give guarantee or provide security in respect of loans</li> <li>g. Power to approve financial statements and the Board's Report</li> <li>h. Power to diversify the business of the Company</li> <li>i. Power to approve amalgamation, merger or reconstruction</li> <li>j. Power to take over a Company or acquire a controlling or substantial stake in another Company</li> <li>k. Powers to make political contributions;</li> <li>l. Powers to appoint or remove key managerial personnel (KMP);</li> <li>m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;</li> <li>n. Powers to appoint internal auditors and secretarial auditor;</li> <li>o. Powers to take note of the disclosure of director's interest and shareholding;</li> <li>p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;</li> <li>q. Powers to invite or accept or renew public deposits and related matters;</li> </ul> </li> </ul>



	<p>r. Powers to review or change the terms and conditions of public deposit;</p> <p>s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.</p> <p>ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.</p> <p>iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.</p> <p>iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.</p> <p>v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.</p>
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**RESTRICTION ON POWER OF BOARD**

127.	<p>i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting:</p> <p>a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;</p> <p>b) remit, or give time for the repayment of any debt, due by a Director;</p> <p>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or</p> <p>e) contribute to <i>bona fide</i> charitable and other funds, aggregate of which ill in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.</p> <p>ii. Nothing contained in sub-clause (a) above shall affect:</p> <p>a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or</p> <p>b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.</p> <p>iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.</p> <p>iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.</p>
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128.	Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.
<b>GENERAL POWERS OF THE COMPANY VESTED IN DIRECTORS</b>	
129.	Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
<b>SPECIFIC POWERS GIVEN TO DIRECTORS</b>	
130.	<p>Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:</p> <ol style="list-style-type: none"> <li>i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;</li> <li>ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;</li> <li>iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;</li> <li>iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;</li> <li>v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;</li> <li>vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;</li> <li>vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;</li> </ol>

	<p>viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;</p> <p>ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;</p> <p>x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;</p> <p>xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;</p> <p>xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;</p> <p>xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;</p> <p>xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.</p> <p>xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.</p> <p>xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;</p> <p>xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the</p>
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	<p>Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;</p> <p>xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.</p> <p>xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.</p> <p>xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.</p> <p>xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;</p>
<b>MANAGING DIRECTORS</b>	
<b>Power to appoint Managing or Whole-time Directors</b>	
131.	<p>a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.</p> <p>b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.</p> <p>c) Subject to the provisions of Sections 197 &amp; 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.</p>
<b>PROCEEDINGS OF THE BOARD</b>	
132.	<p>a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>
133.	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.

134.	<p>a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
135.	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.
136.	The participation of directors in a meeting of the Board/ Committees 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.
137.	<p>a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>
<b>DELEGATION OF POWERS OF BOARD TO COMMITTEE</b>	
138.	<p>a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
139.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>
140.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>
141.	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
142.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>	
143.	<p>Subject to the provisions of the Act—</p> <p>a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.</p>
144.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, manager, Company Secretary or chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief Financial Officer.
<b>THE SEAL</b>	
145.	<p>a) The Board shall provide for the safe custody of the seal.</p> <p>b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.</p>
<b>DIVIDENDS AND RESERVE</b>	

146.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
147.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
148.	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for 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, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
149.	<p>a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>
150.	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.
151.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
152.	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.
153.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
154.	No dividend shall bear interest against the Company  Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;
155.	Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.  The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.
156.	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
157.	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
<b>ACCOUNTS</b>	

158.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.</p>
<b>INSPECTION OF STATUTORY DOCUMENTS OF THE COMPANY:</b>	
159.	<p>Minutes Books of General Meetings</p> <p>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;</p> <ol style="list-style-type: none"> <li>i. be kept at the registered office of the Company, and</li> <li>ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.</li> </ol> <p>Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.</p> <p>b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof.</p>
160.	<p>Register of charges</p> <p>a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.</p> <p>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <ol style="list-style-type: none"> <li>a. by any member or creditor without any payment of fees; or</li> <li>b. by any other person on payment of such fees as may be prescribed,</li> </ol> <p>Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date</p>
<b>AUDIT</b>	
161.	<p>a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.</p> <p>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.</p> <p>c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.</p> <p>d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.</p>
<b>WINDING UP</b>	
162.	<p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <ol style="list-style-type: none"> <li>i. 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.</li> <li>ii. 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.</li> <li>iii. 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 others securities whereon there is any liability.</li> </ol>
<b>INDEMNITY</b>	
163.	<p>Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his</p>

	favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under—
<b>SECRECY</b>	
164.	<p>a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.</p> <p>b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.</p>



**SECTION X – 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 the Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned 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 until the Issue Closing Date.

**Material Contracts**

1. Agreement dated October 26, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Agreement dated October 26, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated [●] between our Company, Book Running Lead Manager and Registrar to the Issue and Syndicate Members.
7. Tripartite Agreement dated October 17, 2024 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated November 06, 2024 among NSDL, the Company and the Registrar to the Issue.

**Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated February 09, 2010 issued by the Registrar of Companies, Rajasthan.
3. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated September 17, 2024 issued by the Registrar of Companies, Central Processing Centre.
4. Copy of the Board Resolution dated September 17, 2024 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated September 21, 2024 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the 3 months period ended on June 30, 2024 and Financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022.
7. Statutory Auditors Report dated November 07, 2024 on the Restated Financial Statements for the 3 months period ended on June 30, 2024 and Financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022.
8. Copy of the Statement of Tax Benefits dated November 08, 2024 from the Statutory Auditor.
9. Certificate on KPI's issued by Peer Review Auditor dated November 08, 2024.
10. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Syndicate Member, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Peer Review Auditor, Advisors to the Issue, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated November 19, 2024 for approval of Draft Red Herring Prospectus, dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated November 19, 2024.
13. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the NSE.

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

#### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Manoj Kumar Gupta Managing director DIN: 02917118	Sd/-

Date: November 19, 2024

Place: Jaipur, Rajasthan

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS AND CFO OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Nagendra Bala Whole Time Director & CFO DIN: 05255330	Sd/-

Date: November 19, 2024

Place: Jaipur, Rajasthan

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Dinesh Kumar Badera Non executive Director DIN: 10780665	Sd/-

Date: November 19, 2024

Place: Jaipur, Rajasthan

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Sunil Kumar Gupta Independent Director DIN: 10757505	Sd/-

Date: November 19, 2024

Place: Jaipur, Rajasthan

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Vijay Kumar Singhal Independent Director DIN: 10757513	Sd/-

Date: November 19, 2024

Place: Jaipur, Rajasthan

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Prachi Mittal Company Secretary and Compliance Officer	Sd/-

Date: November 19, 2024

Place: Jaipur, Rajasthan