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## NEWGEN IT TECHNOLOGIES LIMITED

Corporate Identification Number: U32200DL2016PLC291211

REGISTERED OFFICE & CORPORATE OFFICE		CONTACT PERSON		EMAIL & TELEPHONE	WEBSITE
Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India		Sneha Modi, Company Secretary and Compliance Officer		<a href="mailto:cs@newgenit.com">cs@newgenit.com</a> & 011-4562-2417	<a href="http://www.newgenit.com">www.newgenit.com</a>
<b>NAME OF PROMOTERS OF THE COMPANY</b>					
JAGDISH CHANDER BHATT, PUSHPA BHATT AND SHIVANI BHATT					
<b>DETAILS OF ISSUE TO PUBLIC</b>					
Type	Fresh Issue Size	Offer For Sale (by no. of share or by amount in ₹)	Total Size	Eligibility & Share Reservation among NII & RII	
Fresh Issue	Up to 54,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Nil	Up to 54,00,000 Equity Shares aggregating to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). For details, see "Other Regulatory and Statutory Disclosures – Eligibility for the Issue" on page 261. For further details in relation to share allocation and reservation among QIBs, NIIs and RIBs, see "Issue Structure" on page 282.	
<b>DETAILS OF OFFER FOR SALE BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS - NA</b>					
<b>RISKS IN RELATION TO THE FIRST ISSUE</b>					
The face value of the Equity Shares is ₹ 10 each. This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The Floor Price, Cap Price and the Issue Price (as determined by our Company, in consultation with the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "Basis of the Issue Price" beginning on page 98) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.					
<b>GENERAL RISK</b>					
Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 32 of this Draft Red Herring Prospectus.					
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Offer Document contains all information with regard to the issuer and the Issue which is material in the context of the Issue, that the information contained in the Offer Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.					
<b>LISTING</b>					
The Equity Shares of our Company issued through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.					
<b>BOOK RUNNING LEAD MANAGER</b>					
<b>DETAILS OF BOOK RUNNING LEAD MANAGER</b>		<b>CONTACT PERSON</b>		<b>TELEPHONE &amp; EMAIL</b>	
 <b>UNISTONE</b>		<b>Brijesh Parekh</b>		<b>Tel:</b> 022 4604 6494 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a>	
<b>DETAILS OF REGISTRAR TO THE ISSUE</b>					
<b>NAME OF REGISTRAR</b>		<b>CONTACT PERSON</b>		<b>TELEPHONE &amp; EMAIL</b>	
<b>LINK INTIME INDIA PRIVATE LIMITED</b>		<b>Shanti Gopalkrishnan</b>		<b>Tel:</b> +91 22 49186000 <b>Email:</b> <a href="mailto:newgenit.smeipo@linkintime.co.in">newgenit.smeipo@linkintime.co.in</a>	
<b>BID/ISSUE PERIOD</b>					
<b>ANCHOR INVESTOR BID ISSUE PERIOD<sup>(1)</sup>: [●]</b>		<b>BID/ISSUE OPENS ON<sup>(1)</sup>: [●]</b>		<b>BID/ISSUE CLOSES ON<sup>(2)(3)</sup>: [●]</b>	

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

<sup>(2)</sup> 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.

<sup>(3)</sup> The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Issue Closing date.

**NEWGEN IT TECHNOLOGIES LIMITED**  
**Corporate Identification Number: U32200DL2016PLC291211**

Our Company was incorporated as "VCARE InfoTech Solutions & Services Private Limited" as a private limited company under the provisions of the Companies Act, 2013, pursuant to certificate of incorporation dated February 16, 2016, issued by Registrar of Companies, Delhi. The name of our Company was changed to 'NewGen IT Technologies Private Limited', and a fresh certificate of incorporation dated May 01, 2024, was issued by the Registrar of Companies, Central Processing Centre. Our Company was then converted into a public limited company under the Companies Act, 2013, and consequently, the name of our Company was changed to 'NewGen IT Technologies Limited', and a fresh certificate of incorporation dated July 10, 2024, was issued by the Registrar of Companies, Central Processing Centre. The CIN of the Company is U32200DL2016PLC291211. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 65 and 156 respectively of this Draft Red Herring Prospectus.

**Registered and Corporate office:** Plot No. 5, 3<sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India  
**Tel:** 011-4562-2417 ; **E-mail:** [cs@newgenit.com](mailto:cs@newgenit.com) **Website:** [www.newgenit.com](http://www.newgenit.com);  
**Contact Person:** Sneha Modi, Company Secretary and Compliance Officer

**PROMOTERS OF THE COMPANY: JAGDISH CHANDER BHATT, PUSHPA BHATT AND SHIVANI BHATT**

**INITIAL PUBLIC ISSUE OF UP TO 54,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF NEWGEN IT TECHNOLOGIES LIMITED ("COMPANY" OR "NEWGEN IT" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] LAKHS OF WHICH UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ [●] EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND [●] EDITIONS OF [●], A WIDELY CIRCULATED HINDI DAILY NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ( "SEBI ICDR REGULATIONS")**

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 287.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price, Floor Price/Cap Price, as determined by the Company, in consultation with BRLM, by way of the Book Building Process, in accordance with the SEBI ICDR Regulations and as stated in "Basis of the Issue Price" on page 98 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page 32 of this Draft Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange ("NSE EMERGE"). In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received In-Principal Approval letter dated [●] from NSE for using its name in this offer document for listing of our shares on the EMERGE platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE"). A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 339.

**BOOK RUNNING LEAD MANAGER**

**REGISTRAR TO THE ISSUE**



**UNISTONE CAPITAL PRIVATE LIMITED**  
A/305, Dynasty Business Park, Andheri Kurla Road, Andheri East, Mumbai 400059, Maharashtra  
**Telephone:** 022 4604 6494  
**Email:** [mb@unistonecapital.com](mailto:mb@unistonecapital.com)  
**Website:** [www.unistonecapital.com](http://www.unistonecapital.com)  
**Investor grievance email:** [compliance@unistonecapital.com](mailto:compliance@unistonecapital.com)  
**Contact Person:** Brijesh Parekh  
**SEBI registration number:** INM000012449  
**CIN:** U65999MH2019PTC330850

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 247 Park, 1<sup>st</sup> Floor L.B.S Marg, Vikhroli West Mumbai-400083, Maharashtra, India  
**Telephone:** +91 22 4918 6000  
**Facsimile:** +91 22 4918 6060  
**Email:** [newgenit.smeipo@linkintime.co.in](mailto:newgenit.smeipo@linkintime.co.in)  
**Investor grievance email:** [newgenit.smeipo@linkintime.co.in](mailto:newgenit.smeipo@linkintime.co.in)  
**Contact Person:** Shanti Gopalkrishnan  
**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)  
**SEBI Registration Number:** INR000004058  
**CIN:** U67190MH1999PTC118368

**BID/ISSUE PERIOD**

**Anchor portion Opens/Closes on<sup>(1)</sup>: [●]** **Bid/Issue Opens on<sup>(1)</sup>: [●]** **Bid/Issue Closes on<sup>(2)(3)</sup>: [●]**

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

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**SECTION I – GENERAL  
DEFINITIONS AND ABBREVIATIONS**

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

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

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

**Conventional or General Terms**

Terms	Description
“NewGen IT”, “Newgen”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “NewGen IT Technologies Limited”, (formerly known as VCARE InfoTech Solutions & Services Private Limited) a Company incorporated under the Companies Act, 2013 vide a Certificate of Incorporation issued by the Registrar of Companies, Delhi.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.

**Company Related Terms**

Terms	Description
AOA / Articles / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board, constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations as described in “ <i>Our Management</i> ” on page 161.
Auditor or Statutory Auditor or Peer Review Auditor	The statutory auditor and Peer Review Auditor of our Company, namely M/s. Rajput Jain & Associates
Banker to our Company	ICICI Bank Limited as disclosed in the section titled “ <i>General Information</i> ” beginning on page 65 of this Draft Red Herring Prospectus.
Board of Directors / the Board / our Board	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 161 of this Draft Red Herring Prospectus.
Chairman	Chairman of the Board, as described in “ <i>Our Management</i> ” on page 161
Chief Financial Officer/ CFO	Chief Financial Officer of our Company being Rakesh Khandelwal
CIN	Corporate Identification Number of our Company U32200DL2016PLC291211.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company being Sneha Modi

<b>Terms</b>	<b>Description</b>
Director(s)	The director(s) on our Board.
Equity Shares/Shares	Equity Shares of the Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
Executive Director(s)	Executive Director(s) shall include Managing Director and Whole-time Director(s) on the Board of our Company, as described in “ <i>Our Management</i> ” on page 161 of this Draft Red Herring Prospectus.
Group Companies	In terms of the SEBI ICDR Regulations, the term ‘group companies’ includes companies (other than our Subsidiaries) with which there were related party transactions in accordance with AS 18 as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and such other companies as considered material by our Board in accordance with the Materiality Policy, and as identified in “ <i>Our Group Companies</i> ” on page 184 of this Draft Red Herring Prospectus.
Independent Director(s)	A non-executive, Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE15E201016.
Key Managerial Personnel/Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled “ <i>Our Management</i> ” on page 161 of this Draft Red Herring Prospectus.
KPI(s)	Key factors that determine the performance of our Company
Materiality Policy	The policy on material creditors and material litigation, adopted by our Board at its meeting held on September 07, 2024, in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents.
MD/ Managing Director(s)	The Managing Director of our Company, namely, Jagdish Chander Bhatt
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations and as described in “ <i>Our Management</i> ” on page 161.
Non- Executive Non- Independent Director(s)	A director, not being an Executive Director (other than the Independent Directors) of our Company, as described in “ <i>Our Management</i> ” on page 161 of this Draft Red Herring Prospectus.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Promoter(s)	The Promoter(s) of our Company, being Jagdish Chander Bhatt, Pushpa Bhatt and Shivani Bhatt as described in “ <i>Our Promoters and Promoter Group</i> ” on page 179 of this Draft Red Herring Prospectus.
Promoter Group	Person or entities constituting the promoter group of our company in

<b>Terms</b>	<b>Description</b>
	terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <i>Our Promoters and Promoter Group</i> ” beginning on page 179.
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 and Corporate Office of our Company	Plot No. 5, 3rd Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India
Reserve Bank of India/RBI	Reserve Bank of India constituted under the RBI Act
“Restated Financial Statements” or “Restated Financial Information” or “Financial Information”	The Restated Financial Statements of our Company for the period ended June 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended.
RoC / Registrar of Companies	4 <sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ICDR Regulations/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Foreign Venture Capital Investor) Regulations	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
Senior Management Personnel or SMP	Senior management Personnel of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see “ <i>Our Management</i> ” on page 161 of this Draft Red Herring Prospectus.
Shareholders	Shareholders of our Company, from time to time.

<b>Terms</b>	<b>Description</b>
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations and as described in "Our Management" on page 161.
Stock Exchange	Unless the context requires otherwise, refers to Emerge platform of National Stock Exchange of India Limited.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub- accounts which are foreign corporate or foreign individuals.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Jagdish Chander Bhatt and Pushpa Bhatt

### Issue Related Terms

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot / Allotment / Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue to the successful Applicants.
Allotment Advice	A note or advice or intimation of Allotment, sent to each successful applicant who has been or is to be allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
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 of face value of ₹10 each 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 the Prospectus.
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be issued and Allotted to 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 Pay – in Date	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Issue Price a date being, not later than two Working Days after the Bid/Issue Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from



<b>Terms</b>	<b>Description</b>
	domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of this Draft Red Herring Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Red Herring Prospectus.
Applications Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Bidder	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
ASBA / Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
Banker to the Issue	Banker to the Issue, Public Issue Bank, Refund Bank and Sponsor Bank, being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be allotted, described in “ <i>Issue Procedure</i> ” on page 287 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidder/Investor	Any investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus.

<b>Terms</b>	<b>Description</b>
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/ Issue Closing Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper (Hindi being the regional language of Delhi where our registered office is located) and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper (Hindi being the regional language of Delhi where our registered office is located) and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made.
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Issue, namely Unistone Capital Private Limited (“Unistone”)
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement/ Public Issue Account and sponsor bank agreement	Agreement to be entered into and amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or	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. <i>CIR/CFD/POLICYCELL/11/2015</i> dated

<b>Terms</b>	<b>Description</b>
CDP	<i>November 10, 2015</i> , 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, as finalized by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion, are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the 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).
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE).
DP	Depository Participant
DP ID	Depository Participant's Identity.

<b>Terms</b>	<b>Description</b>
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated December 23, 2024, filed with Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares are issued and the size of the Issue, and includes any addenda or corrigenda thereto.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this 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 this Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and accounts with SEBI registered qualified depository participants.
Equity Shares	Equity Shares of our Company of face value ₹10 each.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●].
First/ Sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
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.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, <i>i.e.</i> , ₹ [●] subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares.
Fresh Issue	Fresh issue of up to 54,00,000 Equity Shares aggregating up to ₹ [●] lakhs to be issued by company pursuant to the Issue.
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 Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
Foreign Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2020/37</i> dated <i>March 17, 2020</i> and the circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , as amended by SEBI from time to time and the UPI

Terms	Description
	Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager.
GIR Number	General Index Registry Number
Gross Proceeds	The total Issue Proceeds to be raised pursuant to the Issue.
IPO/ Issue/ Issue Size/ Public Issue	We are proposing issue up to 54,00,000 equity shares of face value of ₹ 10 each (“equity shares”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“issue price”) aggregating up to ₹ [●] lakhs.
Issue Agreement	The agreement dated December 11, 2024, between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price / Issue Price	₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Issue Proceeds	The proceeds of the Issue shall be available to our Company. For further information about the use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 90 of this Draft Red Herring Prospectus.
Issue Opening	The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a Regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Issue Closing	The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●].
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, [●].
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Market Maker.
Market Maker Reservation Portion	The reserved portion up to [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] lakhs to be subscribed by Market Maker in this issue.
Minimum Promoter’s Contribution	Aggregate of 20% of the fully diluted post-issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoter’s contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of upto [●] Equity

<b>Terms</b>	<b>Description</b>
	Shares of face value of ₹ 10.00 each fully paid at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Net Proceeds	The Gross Proceeds less the Issue-related expenses, received by our Company. For details about use of the Net Proceeds and the Issue related expenses, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 90 of this Draft Red Herring Prospectus.
Non-Institutional Investors / Applicant	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs).
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible NRI, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs.
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
NSEIL/ NSE	National Stock Exchange of India Limited.
NSE EMERGE	Emerge Platform of the National Stock Exchange of India Limited (“ <b>NSE EMERGE</b> ”)
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.
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under such 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.
Payment through electronic transfer of funds	Payment through NECS, NEFT, or Direct Credit, as applicable.
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Manager, and will be advertised in all editions of [●], (a widely circulated English national daily newspaper, all editions of [●]), (a widely

<b>Terms</b>	<b>Description</b>
	circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper (Hindi being the regional language of Delhi where our registered office is located), at least two Working Days prior to the Bid/ Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchange for the purpose of uploading on their website.
Public Issue Account(s)	The Bank Account opened with the Banker to this issue under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
Public Issue Account Bank(s)	The bank with whom the Public Issue Account shall be opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being [●]
QIB Portion	The portion of the Issue being not more than 50% of the Issue or [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors 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.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the Issue price at which the Equity Shares will be issued and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)/ Refund Banker(s)	The Bankers to the Issue with whom the Refund Accounts will be opened, in this case being [●].
Registered Brokers	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, and other applicable circulars issued by SEBI.
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 and available on the websites of NSE at www.nseindia.com.
Registrar Agreement	The agreement dated July 17, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue.
Registrar/ Registrar to the Issue/ RTA/ RTI	Link Intime India Private Limited having its office at C-101, 247 Park, 1 <sup>st</sup> Floor L.B.S Marg, Vikhroli West Mumbai-400083, Maharashtra, India
Reserved Category/	Categories of persons eligible for making application under reservation portion.

<b>Terms</b>	<b>Description</b>
Categories	
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations.
Retail Individual Investors/ RII	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portion	The portion of the Issue being not less than 35% of the Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, issued by SEBI.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System.
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s)/ SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable or such other website as updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.
SME Exchange/ SME Platform	The SME Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIIs only ASBA Forms with UPI, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Specified securities	The equity shares issued through this Draft Red Herring Prospectus/ Prospectus.
Sponsor Bank(s)	[●], being Banker(s) to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate to collect requests and/or payment instructions of UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
Sub-Syndicate Member	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Member(s)	Syndicate Members to this Issue being [●].



<b>Terms</b>	<b>Description</b>
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	Underwriter to the Issue being [●]
Underwriting Agreement	The Agreement dated [●] entered amongst our Company, BRLM and the Underwriter.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Bidders	<p>Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 200,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).</p>
UPI Circulars	The SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2018/138</i> dated <i>November 01, 2018</i> read with SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/50</i> dated <i>April 03, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DCR2/CIR/P/2019/133</i> dated <i>November 08, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M</i> dated <i>March 16, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/2021/570</i> dated <i>June 02, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/45</i> dated <i>April 05, 2022</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/51</i> dated <i>April 20, 2022</i> and SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/2022/75</i> dated <i>May 30, 2022</i> and SEBI master circular with circular no. <i>SEBI/HO/MIRSD/POD-1/P/CIR/2023/70</i> dated <i>May 17, 2023</i> (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. <i>SEBI/HO/CFD/PoD-2/P/CIR/2023/00094</i> dated <i>June 21, 2023</i> , SEBI circular no. <i>SEBI/HO/CFD/TPD1/CIR/P/2023/140</i> dated <i>August 09, 2023</i> , along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. <i>23/2022</i> dated <i>July 22, 2022</i> and reference no. <i>25/2022</i> dated <i>August 03, 2022</i> ; and (ii) the circulars issued by BSE

Terms	Description
	Limited having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 03, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	<p>A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40</a>) and (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=43</a>) respectively, as updated from time to time.</p>
UPI Mechanism	The Application mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI Circular No. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 and 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 and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
Working Day(s)	All days on which commercial banks in Mumbai and Delhi are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

### Technical and Industry Related Terms & Abbreviations

Terms	Full Form
AI	Artificial Intelligence
ADM	Application Development Management
Android	Mobile operating system
API	Application Programming Interface
AMC	Annual Maintenance Contract
BI	Business Intelligence
BPA	Business Process Automation

<b>Terms</b>	<b>Full Form</b>
B2B	Business to Business
B2C	Business to Customers
BFSI	Banking, Financial Services and Insurance
BPM	Business Process Management
BPO	Business Process Outsourcing
CBT	Computer Based Tools
C-DAC	Centre for Development of Advanced Computing
CAGR	Compound Annual Growth Rate
CMMI	Capability Maturity Model Integration
CPI	Consumer Price Index
CRM	Customer Relationship Management
DA	Data Analytics
DoS	Department of Space
DSCI	Data Security Council of India
EMDE	Emerging market and developing economies
ESC	Electronics & Computer Software Export Promotion Council
ER&D	Engineering, Research and Development
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
GII	Global Innovation Index
IAMAI	Internet and Mobile Association of India
ICRA	Investment Information and Credit Rating Agency of India Limited
ICT	Information & Communication Technologies
IEC	International Electrotechnical Commission
IMF	International Monetary Fund
IIT	Indian Institute of Technology
IT	Information Technology
ITES	Information Technology Enabled Services
IOS	iPhone OS or iPhone Operating System
ISO	International Organization for Standardization
ISVs	Independent Software Vendors
MeitY	Ministry of Electronics and Information and Technology
MoU	Memorandum of Understanding
NaBFID	National Bank for Financing Infrastructure and Development
Nasscom	National Association of Software and Service Companies
Niti	National Institute for Transforming India
NBFC	Non-Banking Financial Company
NCoE	National Center of Excellence
OPD	Outsourced Product Development
OPM	Operating Profit Margin
PE-VC	Private Equity and Venture Capital
PrLI Scheme	Production Linked Incentive Scheme
QA	Quality Assurance
R&D	Research and Development
SAARC	South Asian Association for Regional Cooperation
SEZ	Special Economic Zone
STC	Strategic Technology Consulting
UN	United Nation
US	United States
USP	Unique Selling Proposition
YoY	Year on Year Growth
WTO	World Trade Organization

<b>Terms</b>	<b>Full Form</b>
9MFY	Nine Month Financial Year

### Conventional and General Terms or Abbreviations

<b>Term</b>	<b>Description</b>
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupee
“Consolidated FDI Policy” or “FDI Policy”	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification issued by DPIIT, effective from October 15, 2020
“Financial Year” or “Fiscal Year” or “FY”	Period of 12 months ending March 31 of that particular year
“OCBs” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
A/c	Account
Act or Companies Act	The Companies Act, 1956, as amended from time to time and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS/ Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
AOA	Articles of Association
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS & CO	Company Secretary and Compliance Officer
CFO	Chief Financial Officer
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations

<b>Term</b>	<b>Description</b>
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
Central Government	Central Government of India
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, being NSDL and CDSL
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
ECB	External Commercial Borrowings
ECB Master Directions	Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019 issued by the RBI
ECS	Electronic Clearing System
EGM/EOGM	Extraordinary General Meeting
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees’ State Insurance Act, 1948
EXIM/ EXIM Policy	Export – Import Policy
FBT	Fringe Benefit Tax
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FY/Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year

<b>Term</b>	<b>Description</b>
FIPB	Foreign Investment Promotion Board
FIR	First information report
Foreign Portfolio Investor or FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IMF	International Monetary Fund
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
ISIN	International Securities Identification Number
IT	Information Technology
KMP	Key Managerial Personnel
MCA	The Ministry of Corporate Affairs, GoI
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
Mn / mn	Million
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares
Net Worth	Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NR	Non-resident or person(s) resident outside India, as defined under the FE

<b>Term</b>	<b>Description</b>
NRE	Non- residential external
NRE Account	Non- residential external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non- resident ordinary
NRO Account	Non-resident ordinary account
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCI	Overseas Citizen of India
ODI	Off-shore Derivate Instruments
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R&D	Research and Development
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SAT	Securities Appellate Tribunal
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
SPV	Special Purpose Vehicle

<b>Term</b>	<b>Description</b>
STT	Securities Transaction Tax
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a state in India
State Government	The Government of a State of India
Stock Exchange	Unless the context requires otherwise, refers to, the National Stock Exchange of India Limited (SME Segment)
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
Trademarks Act	Trademarks Act, 1999, as amended
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31



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

### **Certain Conventions**

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

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

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

### **Financial Data**

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 32, 120 and 237, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company, for the period ending June 30, 2024 and for the Financial Years ended March 31, 2024, 2023 and 2022 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the “*Guidance Note*”), comprising the restated statement of assets and liabilities for the period ending June 30, 2024 and for the Financial Years ended March 31, 2024, 2023 and 2022, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the period ending June 30, 2024 and for the Financial Years ended March 31, 2024, 2023 and 2022, the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 190 and 237 respectively.

Our Company’s financial year commences on April 01 and ends on March 31 of next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that calendar year. Reference in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this 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 Position 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, as stated in the report of our Statutory Auditors, set out in section titled “*Restated Financial Information*” beginning on page 190 of this Draft Red Herring Prospectus.

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 Articles of Association*”, on page 327 of this Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

## Currency and Units of Presentation

All references to:

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

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

## Exchange rates

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

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

Currency	Exchange rate			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	₹ 83.45	₹ 83.37	₹ 82.22	₹ 75.51

(Source: <https://www.rbi.org.in/scripts/referenceratearchive.aspx> or RBI Reference Rate)

## Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout this Draft Red Herring 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, the section titled “*Basis for Issue Price*” on page 98 of this 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.

## FORWARD LOOKING STATEMENTS

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

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

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities, investments, or the industry in which we operate, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in the industry in which we operate and incidents of any natural calamities and/or acts of violence. Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. We are highly dependent on our top 10 customers, and the loss of any of these customers or a substantial reduction in their purchasing activity would have a significant negative impact on our business.
2. We rely on a limited number of industries for the majority of our revenue. The loss of customers within these key industries could have a significant negative impact on our business, revenue from operations, and financial condition.
3. Our primary source of revenue is from our IT Infrastructure Solutions and our business may be adversely affected if these categories do not perform as well as expected.
4. We are highly dependent on a small number of vendors and suppliers, and we typically do not establish long-term contracts or agreements with them. The loss of any of these key vendors or suppliers, or any significant increase in their prices, could have a material adverse impact on our business and revenue.
5. We derived 29.86% and 23.41% of our revenue from operations from Maharashtra and Haryana for the period ended June 30, 2024, respectively. Any adverse changes in economic conditions that negatively impact the markets or regions where we operate could have a material effect on our business, financial condition, and results of operations.
6. Delays or defaults in customer payments and receivables could adversely impact our profitability and cash flows.
7. A significant proportion of our orders are from government-related entities which award the contract through a process of tender. Tenders, typically, are awarded to the lower bidder once

all other eligibility criteria are met. Our performance could be adversely affected if we are not able to successfully bid for these contracts or required to lower our bid value.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

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

## SECTION II – SUMMARY OF OFFER DOCUMENT

The following is a general summary of the terms of the Issue and certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Issue Procedure” and “Main Provisions of the Articles of Association” on pages 32, 60, 77, 90, 110, 120, 179, 190, 247, 287 and 327, respectively.

### PRIMARY BUSINESS OF THE COMPANY

Our Company is engaged in the business of providing IT infrastructure solutions, Cyber Security and IT application services to meet the digital requirements of customers. We cater to Government as well as non-government organizations and our customers includes telecom, Tourism and Hospitality, Aviation, Judiciary (High Court), Insurance, Banking, Lab & Diagnostic chain, Business Processing Outsourcing, Education sector, Energy, Healthcare, space, oil and gas, pharma, Infrastructure, media and entertainment, Retailer, Manufacturing and security etc. We provide our IT infrastructure solutions and services to our domestic customers as well as we have an international presence also through export sales, please refer to section titled “Our Business” on page 120 of this Draft Red Herring Prospectus.

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

The IT sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country’s GDP and public welfare. The IT industry accounted for 7.5% of India’s GDP in FY23, and it is expected to contribute 10% to India’s GDP by 2025. As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution.

For further details, please refer to section titled “Industry Overview” on page 110 of this Draft Red Herring Prospectus.

### NAME OF THE PROMOTERS

The Promoters of our Company are Jagdish Chander Bhatt, Pushpa Bhatt and Shivani Bhatt. For detailed information on our Promoters and Promoter Group, please refer to section titled “Our Promoters and Promoter Group” on page 179 of this Draft Red Herring Prospectus.

### SIZE OF THE ISSUE

**Public issue** up to 54,00,000 Equity Shares of ₹10 each for cash at a price of ₹[●] per Equity Share including premium of ₹[●] per Equity Share (the “**Issue Price**”) aggregating to ₹[●] Lakhs (“**The Issue**”)

### OBJECTS OF THE ISSUE

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

Sr. No.	Particulars	Amount (in ₹ Lakhs)
1.	Funding for working capital requirements of the Company	2,405.00
2.	General corporate purposes*	[●]
<b>Total</b>		[●]

\* To be finalized upon determination of the issue price and updated in the prospectus prior to filing with the RoC. Amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the issue.

For detailed information on the “Objects of the Issue”, please refer on page 90 of this Draft Red Herring Prospectus.

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

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

Sr. No.	Name	Pre-Issue		Post-Issue	
		Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>					
1.	Jagdish Chander Bhatt	73,00,000	50%	[●]	[●]
2.	Pushpa Bhatt	72,99,995	50%	[●]	[●]
3.	Shivani Bhatt	1	-	[●]	[●]
<b>Sub-Total (A)</b>		<b>1,45,99,996</b>	<b>100%</b>	[●]	[●]
<b>Promoter Group</b>					
1.	Shivam Bhatt	1	-	[●]	[●]
<b>Sub-Total (B)</b>		<b>1</b>	<b>-</b>	[●]	[●]
<b>Total (A) +(B)</b>		<b>1,45,99,997</b>	<b>100%</b>	[●]	[●]

For detailed information on the “Capital Structure”, please refer on page 77 of this Draft Red Herring Prospectus.

### FINANCIAL DETAILS

The table below sets forth a summary of the Restated Financial Statements for the period ended June 30, 2024 and for the financial year March 31, 2024, 2023 and 2022:

(₹ in Lakhs except per share data)

Sr. No.	Particulars	For the period ended	For the year ended on		
		June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	1,200.00	1,200.00	10.00	10.00
2.	Net Worth	1,762.53	1,634.95	802.66	291.40
3.	Revenue from operations	703.43	9,293.37	5,529.58	2,403.01
4.	Profit before Tax from continuing operations	170.50	1,112.33	683.21	197.85
5.	Profit after Tax	127.58	832.29	511.26	142.49
6.	Basic & Diluted Earnings Per Share	0.87	5.70	3.50	0.98
7.	Net Asset Value per Equity Shares	12.07	11.20	5.50	2.00
8.	Total Borrowings (as per Restated)	215.35	977.68	390.93	50.45

For detailed information on the “*Restated Financial Information*”, please refer on page 190 of this Draft Red Herring Prospectus.

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

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

### **OUTSTANDING LITIGATIONS**

A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoters and our Group Companies as on the date of this Draft Red Herring Prospectus is provided below:

*(₹ in Lakhs)*

<b>Particulars</b>	<b>Criminal Proceedings</b>	<b>Tax Proceedings</b>	<b>Statutory or Regulatory Proceedings</b>	<b>Disciplinary actions by the SEBI or Stock Exchange</b>	<b>Material Civil Litigations</b>	<b>Aggregate amount involved (₹ in Lakhs)</b>
<b>Company</b>						
By the Company	2	-	-	-	-	375.00
Against the Company	-	4	-	-	-	171.63
<b>Promoters*</b>						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
<b>Directors</b>						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
<b>Group Companies</b>						
By the Group Companies	-	-	-	-	-	-
Against the Group Companies	-	-	-	-	-	-

*\*The Promoters of the Company are also the Directors of the Company. Hence litigation against them has been included under the heading of promoters to avoid repetition.*

For detailed information on the “*Outstanding Litigations*”, please refer to section titled “*Outstanding Litigations and Material Developments*” on page 247 of this Draft Red Herring Prospectus.

### **RISK FACTORS**

Specific attention of Investors is invited to the section titled “*Risk Factors*” beginning on page 32 of this Draft Red Herring Prospectus. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

### **CONTINGENT LIABILITIES**

As per the Restated Financial Information, there are contingent liabilities of our Company, for the period ended June 30, 2024, and for the Financial Years ended on March 31, 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For period ended	For Fiscal Year		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Demand Notices issued by GST department	145.72	-	-	-

## RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered into by our Company for the period ended June 30, 2024 and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022, as per AS 18 – Related Party Disclosures read with SEBI ICDR Regulations derived from the Restated Financial Information is detailed below:

(₹ in Lakhs)

### A. Directors and key managerial personnel remuneration

Nature of Transaction	30.06.2024	2024	2023	2022
Mr. Jagdish Chander Bhatt (Managing Director)	15.45	61.80	32.40	18.00
Smt. Pushpa Bhatt (Executive Director)	10.95	43.80	13.05	7.20
<b>Total</b>	<b>26.40</b>	<b>105.60</b>	<b>42.45</b>	<b>25.20</b>

### B. Revenue from operation – Sale of products/Services to entities over which significant influence is exercised by the Company/key Management personnel

Nature of Transaction	30.06.2024	2024	2023	2022
Himalyan Agro Products and Services Pvt. Ltd. (India)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services Pte Ltd (Singapore)	Nil	176.24	40.00	51.01
NewGen IT Solutions and Services Pty Ltd (Australia)	Nil	Nil	Nil	Nil
VCARE Technologies Inc (USA)	Nil	Nil	12.00	11.33
VCARE Technologies Pvt Ltd (Hong Kong)	Nil	Nil	16.00	32.00
NewGen IT Solutions and Services (U.A.E)	116.21	70.56	8.00	Nil
NewGen Solutions and Services Limited (U.K.)	Nil	Nil	Nil	Nil

### C. Cost of Operation– Purchase products/Services from entities over which significant influence is exercised by the Company/key Management personnel

Nature of Transaction	30.06.2024	2024	2023	2022
Himalyan Agro Products and Services Pvt. Ltd. (India)	Nil	4.50	0.13	Nil
NewGen IT Solutions and Services Pte Ltd (Singapore)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services Pty Ltd (Australia)	Nil	Nil	Nil	Nil
VCARE Technologies Inc (USA)	Nil	Nil	Nil	Nil
VCARE Technologies Pvt Ltd (Hong Kong)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services (U.A.E)	Nil	Nil	Nil	Nil



<b>Nature of Transaction</b>	<b>30.06.2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
NewGen Solutions and Services Limited (U.K.)	Nil	Nil	Nil	Nil

**D. Loan and advance from Director(s)/ Related Party of Director(s)**

<b>Nature of Transaction</b>	<b>30.06.2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Mr. Jagdish Chander Bhatt (Managing Director)	Nil	Nil	Nil	24.13
Smt. Pushpa Bhatt (Executive Director)	Nil	Nil	Nil	11.67
Ms. Shivani Bhatt (Non-Executive Director)	Nil	Nil	Nil	Nil
Himalyan Agro Products and Services Pvt. Ltd. (India)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services Pte Ltd (Singapore)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services Pty Ltd (Australia)	Nil	Nil	Nil	Nil
VCARE Technologies Inc (USA)	Nil	Nil	Nil	Nil
VCARE Technologies Pvt Ltd (Hong Kong)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services (U.A.E)	Nil	Nil	Nil	Nil
NewGen Solutions and Services Limited (U.K.)	Nil	Nil	Nil	Nil

**E. Loan and advance to Director(s)/ Related Party of Director(s)**

<b>Nature of Transaction</b>	<b>30.06.2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Mr. Jagdish Chander Bhatt (Managing Director)	39.73	84.52	Nil	Nil
Smt. Pushpa Bhatt (Executive Director)	2.50	2.50	Nil	Nil
Ms. Shivani Bhatt (Non- Executive Director)	Nil	Nil	Nil	Nil
Himalyan Agro Products and Services Pvt. Ltd. (India)	3.85	Nil	Nil	Nil
NewGen IT Solutions and Services Pte Ltd (Singapore)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services Pty Ltd (Australia)	Nil	Nil	Nil	Nil
VCARE Technologies Inc (USA)	Nil	Nil	Nil	Nil
VCARE Technologies Pvt Ltd (Hong Kong)	Nil	Nil	Nil	Nil
NewGen IT Solutions and Services (U.A.E)	Nil	Nil	Nil	Nil
NewGen Solutions and Services Limited (U.K.)	Nil	Nil	Nil	Nil

**F. Advance salary to Directors and key managerial personnel remuneration**

<b>Nature of Transaction</b>	<b>30.06.2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Mr. Jagdish Chander Bhatt (Managing Director)	Nil	Nil	Nil	Nil
Smt. Pushpa Bhatt (Executive Director)	Nil	Nil	Nil	Nil
Ms. Shivani Bhatt (Non- Executive Director)	Nil	Nil	Nil	Nil

**G. Salary Payable outstanding to director/ key managerial personnel:**

<b>Nature of Transaction</b>	<b>30.06.2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Mr. Jagdish Chander Bhatt (Managing Director)	5.15	5.15	3.10	1.50
Smt. Pushpa Bhatt (Executive Director)	3.65	5.02	1.25	0.60
Ms. Shivani Bhatt (Non-Executive Director)	1.15	0.60	0.60	0.60

*Personal guarantee given by Directors for the working capital borrowings. The original sanctioned limits of working capital borrowing sanctioned by the bank has been disclosed above.*

For detailed information on the related party transactions executed by our Company, please refer “Note 2.9” under chapter titled “Restated Financial Information” beginning on page 190 of this Draft Red Herring Prospectus.

## **FINANCING ARRANGEMENTS**

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

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

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

<b>Sr. No.</b>	<b>Name</b>	<b>No. of Equity Shares acquired in the last one year from the date of this DRHP</b>	<b>Weighted Average Price (in ₹ per equity share)*</b>
<b>Promoters</b>			
1.	Jagdish Chander Bhatt	72,50,000	0.07
2.	Pushpa Bhatt	72,49,995	0.07
3.	Shivani Bhatt	1	10.00

*\* As certified by M/s Rajput Jain & Associates, Chartered Accountants, by way of their certificate dated December 11, 2024.*

## **AVERAGE COST OF ACQUISITIONS OF SHARES**

The average cost of acquisition per Equity Share by our Promoters as at the date of this Draft Red Herring prospectus are set forth in the table below:

<b>Sr. No.</b>	<b>Name of Promoters</b>	<b>No. of Equity Shares held</b>	<b>Average cost of acquisition (in ₹ per equity share)**</b>
<b>Promoters</b>			
1.	Jagdish Chander Bhatt	73,00,000	0.07
2.	Pushpa Bhatt	72,99,995	0.07
3.	Shivani Bhatt	1	10.00

*\* The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire or received through bonus issue, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of this Draft Red Herring Prospectus.*

*\*\* As certified by M/s Rajput Jain & Associates, Chartered Accountants, by way of their certificate dated December 11, 2024.*

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

Details of equity shares for consideration other than cash issued during the last one year is mentioned below, for further details, please refer Chapter titled “*Capital Structure*” on page 77 of this Draft Red Herring Prospectus.

<b>Date of Allotment</b>	<b>Number of Equity Shares</b>	<b>Face Value per Equity Share (₹)</b>	<b>Issue Price per Equity Share (₹)</b>	<b>Nature of allotment</b>
February 10, 2024	1,19,00,000	10	Nil	Issue of Bonus Shares in the ratio of 119:1 (i.e. 119 new equity shares for every one equity share held)
October 15, 2024	26,00,000	10	Nil	Issue of Bonus Shares in the ratio of 13:60 (i.e. 13 new equity shares for every sixty equity share held)

#### **SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Draft Red Herring Prospectus except as mentioned in the Chapter titled “*Capital Structure*” on page 77 of this Draft Red Herring Prospectus.

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

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

## SECTION III- RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 120 and 237, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition, and prospects.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.

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 consequences to you of an investment in our Equity Shares.

### **Materiality**

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

- Some events may have material impact qualitatively & quantitatively;
- Some events may not be material individually but may be found material collectively; and
- Some events may not be material at present but may be having material impact in future

### **Internal Risk Factors**

- 1. We are highly dependent on our top 10 customers, and the loss of any of these customers or a substantial reduction in their purchasing activity would have a significant negative impact on our business.***

We are an information technology (IT) solutions provider based in Delhi, India, offering a wide range of IT services, primarily categorized as IT Infrastructure Solutions, Cyber Security Services and IT Solutions Services. Although our customer base may vary each year, we are heavily reliant on the contributions of our top 10 customers. As a result, our business performance and financial condition in any given fiscal year are closely tied to the revenue generated from these top 10 customers. The

following provides a breakdown of the revenue from our top 10 customers for the period ending June 30, 2024, as well as for Fiscal 2024, Fiscal 2023, and Fiscal 2022:

(₹ in lakhs)

Customer	For the period ended June 30, 2024		Revenue in Fiscal 2024		Revenue in Fiscal 2023		Revenue in Fiscal 2022	
	Revenue from operations	As a % of total revenue from operations	Revenue from operations	As a % of total revenue from operations	Revenue from operations	As a % of total revenue from operations	Revenue from operations	As a % of total revenue from operations
Customer 1	234.36	21.07	4062.96	36.43	1743.12	27.43	495.05	19.85
Customer 2	219.92	19.77	1867.97	16.75	1237.39	19.47	264.88	10.62
Customer 3	215.88	19.41	1073.17	9.62	979.29	15.41	258.53	10.36
Customer 4	165.53	14.88	777.90	6.98	226.28	3.56	161.81	6.49
Customer 5	106.01	9.53	516.98	4.64	185.11	2.91	161.59	6.48
Customer 6	48.20	4.33	419.63	3.76	165.12	2.60	119.18	4.78
Customer 7	32.50	2.92	202.11	1.81	487.38	7.67	110.39	4.43
Customer 8	26.49	2.38	179.32	1.61	117.39	1.85	102.89	4.12
Customer 9	17.28	1.55	176.25	1.58	112.92	1.78	84.96	3.41
Customer 10	16.71	1.50	145.64	1.31	87.50	1.38	71.17	2.85
<b>Total</b>	<b>1,082.88</b>	<b>97.35</b>	<b>9,421.92</b>	<b>84.49</b>	<b>5,341.50</b>	<b>84.05</b>	<b>1,830.45</b>	<b>73.38</b>

*Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.*

Our business, operational performance, and financial health are significantly dependent on maintaining strong relationships with our customers. The loss or inability to retain any of our top 10 customers, for reasons such as failure to negotiate favorable terms, adverse changes in their financial condition (including bankruptcy, liquidation, or other financial distress), mergers, delayed or decreased customer demand, geopolitical factors, or other work stoppages affecting their production, could materially impact our business, results of operations, financial condition, and cash flows.

We generally do not enter into long-term contracts with our customers, which limits our ability to forecast future revenues with certainty. Most of our customer agreements are short-term, and there is no assurance that our existing customers will continue to engage our services. While there have been no such instances in past three financial years and period ended June 30, 2024, there can be no assurance that we will not lose some or all of our sales to these customers, nor can we assure that we will be able to offset any price reductions with cost reductions or by acquiring new customers. Such changes could negatively affect our business, financial position, and operational results.

**2. We rely on a limited number of industries for the majority of our revenue. The loss of customers within these key industries could have a significant negative impact on our business, revenue from operations, and financial condition.**

Our primary source of revenue comes from the Telecom industry. For the period ending June 30, 2024, and the fiscal years 2024, 2023, and 2022, we derived 65.50%, 43.89%, 34.25%, and 13.94% of our revenue, respectively, from providing services to customers in the Telecom sector. Any adverse developments or slowdown in this specific industry could result in significant disruptions, including a loss of customers, delays, and payment defaults. While no such incidents have occurred in the past three financial years or during the period ending June 30, 2024, there can be no guarantee that similar issues will not arise in the future. Should this occur, it would negatively impact our revenue, operations, and financial performance. Furthermore, these disruptions could harm our reputation within the IT sector and impede our business growth.

**3. Our primary source of revenue is from our IT Infrastructure Solutions and Cybersecurity Services and our business may be adversely affected if these categories do not perform as well as expected.**

We provide services of IT Infrastructure Solutions, Cybersecurity Services and IT Application Services. Out of this, the revenue contribution from IT Infrastructure Solutions accounted for a significant portion of our total revenue for the period ended June 30, 2024, and in the last three Financial Years i.e. 74.43% for period ended June 30, 2024, 72.35% in FY 2024, 70.35% in FY 2023 and 72.67% in F.Y. 2022. In case of increased competition, pricing pressures within our top two categories or other factors, our revenue from these segments may decline in the future. Any adverse developments with respect to the sale of these segments could adversely affect our revenue which in turn may have an adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “Our Business” on page 120 of this Draft Red Herring Prospectus.

**4. We are highly dependent on a small number of vendors and suppliers, and we typically do not establish long-term contracts or agreements with them. The loss of any of these key vendors or suppliers, or any significant increase in their prices, could have a material adverse impact on our business and revenue.**

Our business model entails the purchase of IT related hardware and software. We are heavily reliant on few vendors/suppliers for purchase of inter alia IT hardware and software licenses in order to cater the needs of our customers and provide our IT solutions. During the three-months ended June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, cost of purchase of inter alia IT products, spare parts and related accessories, software licenses and cloud space, from our top 10 vendors/suppliers aggregated ₹ 646.37 lakhs, ₹ 7,554.46 lakhs, ₹ 4,266.26 lakhs and ₹ 1,711.67 lakhs, constituting 99.65%, 92.26%, 93.38%, and 92.28%, respectively, of our total expenses. (Note- The bifurcation provided is on a gross basis and purchase returns have not been factored into the calculation.)

Additionally, we typically place purchase orders with our vendors on a short-term basis and do not enter into long-term contracts or agreements. We cannot guarantee that we will be able to retain our top 10 vendors or secure favorable terms for future purchase orders. Moreover, finding suitable replacements for any of our current top 10 vendors may prove challenging. Our inability to maintain strong relationships with these vendors or to procure equipment on favorable terms could negatively affect our revenue, operational performance, and financial condition. Furthermore, our margins and profitability could be significantly impacted if we are unable to pass on any increases in input material costs to our customers.

**5. We derived 29.86% and 23.41% of our revenue from operations from Haryana and Maharashtra for the period ended June 30, 2024, respectively. Any adverse changes in economic conditions that negatively impact the markets or regions where we operate could have a material effect on our business, financial condition, and results of operations.**

Our revenue from operations is concentrated in the Maharashtra and Haryana. The following table sets forth our revenue from operations by geography for the periods indicated, which are also expressed as a percentage of our total revenue from operations.

(₹ in Lakhs)

State	For the period ended		For the fiscal year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation
<b>India (A)</b>								
Haryana	332.20	29.86	4719.21	42.32	3814.47	60.02	785.95	31.51
Maharashtra	260.40	23.41	656.08	5.88	465.42	7.32	309.56	12.41
Uttar Pradesh	22.65	2.04	335.79	3.01	338.94	5.33	335.38	13.45
Delhi	9.69	0.87	1243.21	11.15	1244.43	19.58	604.30	24.23
Rajasthan	-	-	1958.27	17.56	72.01	1.13	109.22	4.38
Karnataka	106.01	9.53	528.14	4.74	76.98	1.21	119.49	4.79
Gujarat	-	-	-	-	19.03	0.30	2.32	0.09
Tamil Nadu	-	-	64.84	0.58	127.39	2.00	24.62	0.99
Other states*	-	-	124.98	1.12	119.90	1.88	75.75	3.04
<b>International (B)</b>								
Sri Lanka	215.88	19.41	-	-	-	-	-	-
UAE	165.53	14.88	70.56	0.63	8.00	0.13	2.15	0.09
Africa	-	-	1073.17	9.62	-	-	7.78	0.31
Singapore	-	-	176.25	1.58	40.00	0.63	51.01	2.04
Germany	-	-	9.83	0.09	-	-	-	-
USA	-	-	191.01	1.71	12.39	0.19	28.89	1.16
Hong Kong	-	-	-	-	16.00	0.25	37.98	1.52
<b>Total (B)</b>	<b>381.41</b>	<b>34.29</b>	<b>1520.82</b>	<b>13.64</b>	<b>76.39</b>	<b>1.20</b>	<b>127.82</b>	<b>5.12</b>
<b>Total</b>	<b>1,112.35</b>	<b>100.00</b>	<b>11,151.35</b>	<b>100.00</b>	<b>6,354.98</b>	<b>100.00</b>	<b>2,494.40</b>	<b>100.00</b>

\*Other states includes Telangana, Punjab, Himachal Pradesh, Goa, Madhya Pradesh, West Bengal, Uttarakhand, Andhra Pradesh, Chhattisgarh, Jammu & Kashmir, Kerala, Bihar and Odisha.

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.

\* As certified by M/s Rajput Jain & Associates, Chartered Accountants vide their certificate dated December 14, 2024.

The concentration of our customer base in India and Foreign countries exposes us to potential risks from adverse economic or political conditions in these regions, including ongoing economic slowdowns and inflationary pressures. Any changes in the regulatory environment, political instability, disruptions, or prolonged downturns in these economies could negatively impact our customers. This, in turn, may lead to the termination of existing engagements or a failure to secure new business from them.

Furthermore, adverse economic conditions could lead to a reduction in our customer base due to the restructuring or closure of some of our existing or potential customers. A decline in demand for technology services and solutions in key regions such as the Maharashtra, Haryana, Rajasthan and Delhi as well as in Sri Lanka, UAE and Singapore, or a reduction in business spending on technology products, could negatively impact our revenue. While we have not experienced significant reductions in our customer base in these regions over the past three fiscal years or the three- months ended June 30, 2024, any of these factors could still have an adverse effect on our business, financial condition, and results of operations.

**6. Delays or defaults in customer payments and receivables could adversely impact our cash flows.**

Our operations involve the practice of extending credit to our customers. We typically extend credit on sales of between 30 to 45 days to our customers in the ordinary course of business and we have and continue to have high levels of outstanding receivables. Set out below is our outstanding trade receivables as on three- months ended June 30, 2024, and Fiscal 2024, Fiscal 2023, and Fiscal 2022, as a percentage of our revenue from operations

For the period ended June 30, 2024		Revenue in Fiscal 2024		Revenue in Fiscal 2023		Revenue in Fiscal 2022	
Trade receivables (₹ in Lakhs)	As a % of total revenue from operations	Trade receivables (₹ in Lakhs)	As a % of total revenue from operations	Trade receivables (₹ in Lakhs)	As a % of total revenue from operations	Trade receivables (₹ in Lakhs)	As a % of total revenue from operations
2,698.62	383.64%	4,616.45	49.67%	903.21	16.33%	610.13	25.39%

Our trade receivable turnover ratios for the three-month period ended June 30, 2024, and for Fiscal 2024, Fiscal 2023, and Fiscal 2022 were 0.19, 3.37, 7.31, and 4.67, respectively. There were two instances during the period FY 23-24 and FY 22-23 of payment defaults, amounting to ₹ 638.85 lakhs, and ₹ 308.76 lakhs, respectively. Additionally, we have experienced delays in receiving outstanding receivables exceeding 120 days. We cannot guarantee that we will be able to accurately assess the creditworthiness of our customers in the future. If such delays or defaults continue, our profit margins and cash flows may be negatively impacted.

**7. A significant proportion of our orders are from government related entities which award the contract through a process of tender. Tenders, typically, are awarded to the lower bidder once all other eligibility criteria are met. Our performance could be adversely affected if we are not able to successfully bid for these contracts or required to lower our bid value.**

Our business is substantially dependent on contracts undertaken by various government bodies, government entities, government institutions and leading scientific and research development institutions of the government of India (Government Customers) including, inter alia, various Public sector undertakings and other entities funded by the Government. A vast majority of contracts awarded by Government Customers are tender based. We compete with various companies while submitting the tender for these contracts.

Set out in the table below are details of our revenues from operations from Government Customers:

Particulars	For the period ended June 30, 2024		Revenue in Fiscal 2024		Revenue in Fiscal 2023		Revenue in Fiscal 2022	
	Revenue from operations (₹ in lakhs)	As a % of total revenue from operations	Revenue from operations (₹ in lakhs)	As a % of total revenue from operations	Revenue from operations (₹ in lakhs)	As a % of total revenue from operations	Revenue from operations (₹ in lakhs)	As a % of total revenue from operations
Government and PSU Customers	42.41	3.81	3,364.20	30.17	1280.30	20.15	230.77	9.25
Non-Government customers	1,069.94	96.19	7,787.14	69.83	5,074.67	79.85	2,263.63	90.75
<b>Total</b>	<b>1,112.35</b>	<b>100.00</b>	<b>11,151.35</b>	<b>100.00</b>	<b>6,354.98</b>	<b>100.00</b>	<b>2,494.40</b>	<b>100.00</b>

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation.



**8. Failure to evolve or innovate our service offerings in response to emerging business demands and technological trends could negatively impact our business and hinder future growth. Additionally, the investments we make in developing our software products and platforms may not deliver the expected outcomes, potentially affecting our financial performance.**

Our success depends on our ability to deliver solutions that incorporate the latest technological advancements, driving productivity improvements for our customers. Also, our capacity to develop service offerings that address both current and future customer needs, while staying aligned with evolving industry standards. However, our ability to implement timely and cost-effective solutions—particularly in emerging areas like artificial intelligence and automation—will be critical to attracting and retaining customers. Furthermore, competition from rivals developing similar or superior offerings could pressure us to lower prices, potentially squeezing our margins.

If we fail to adequately invest in new technologies, adapt to industry changes, or evolve and scale our business at the necessary pace, our financial performance, business operations, and competitive positioning could be negatively impacted. Additionally, a lack of strategic investments to drive innovation and respond to emerging developments could hinder our ability to maintain a competitive advantage and execute our growth strategy effectively. If we are unable to anticipate technological advancements, improve our existing products and services, or develop and launch new offerings that meet evolving customer needs, we risk losing customers. This could negatively impact our revenue and overall financial performance. Additionally, failure to adequately train our workforce to keep pace with these changes may further hinder our ability to stay competitive.

**9. Our business relies significantly on the expertise of skilled professionals. If we are unable to retain our existing employees or attract new talent, our ability to manage and expand our operations could be adversely affected, which may have a negative impact on our business, operational results, and financial condition.**

Our Company operates in the IT sector, with a substantial portion of our revenue generated from IT Infrastructure Solutions. For the three-month period ended June 30, 2024, and the fiscal years 2024, 2023, and 2022, our revenue from these offerings was approximately ₹ 523.54 lakhs, ₹ 6723.75 lakhs, ₹ 3890.06 lakhs, and ₹ 1,746.27 lakhs, respectively, representing 74.43%, 72.35%, 70.35%, and 72.67% of our total revenue from operations.

Our ability to successfully execute our operations and further expand our operations is heavily reliant on hiring and retaining the skilled IT professionals. As of November 30, 2024, we employed 36 permanent technical support and quality assurance professionals, including 1 project manager and 7 IT engineers and support staff. The loss of these professionals or difficulties in recruitment could significantly impact our ability to deliver quality solutions on time. If we fail to retain our existing IT professionals or hire replacements in a timely manner, it could adversely affect our operations, financial results, and overall business performance.

**10. We may hold liable for any damage to, or any failure of our information technology systems, or security breaches, cyber-attacks, computer viruses, ransomware and electronic break-ins, or inappropriate disclosure of confidential information or backup data storage may experience system downtime, prolonged power outages or shortages.**

We possess technical knowledge about our solutions offering, built through our own experiences. We provide customised services as per the needs of our customers. Any failure to meet our obligations under these contracts, including delays in service delivery for any reason—such as damage to or failure of our IT systems, or security breaches—could result in liability. Additionally, any unauthorized or improper disclosure of confidential information under these agreements may constitute a breach of contract, further exposing us to potential legal or financial repercussions. Such liabilities could adversely affect our business, operational performance, and financial condition. Although there have

been no such incidents in the past, we cannot guarantee that we will be immune from future liabilities arising from IT system failures or security breaches.

The data centres for our primary and backup data storage are regulatorily required to be based in India. The data centre may be susceptible to, inter alia, regional costs of power, power shortages, planned or unplanned power outages and limitations on the availability of adequate power resources. Power outages, including, but not limited to those relating to large storms, earthquakes, fires and floods, could harm our customers and our businesses. Any disruption in the operation of our cloud computing software and data centres could negatively impact our business results of operations and financial condition.

We are susceptible to cyber-attacks, computer viruses, and hacking activities, which could materially affect our business, financial performance, and operations. These threats could damage our hardware, software systems, and databases, disrupt business operations—including email and communication systems—and expose confidential or sensitive information. Given the constantly evolving nature of cyber threats, we may not be able to implement timely security measures, and existing protections could be compromised. Although we have not experienced significant phishing or malware attacks that have impacted our operations, we cannot guarantee that such incidents won't occur in the future. We may face substantial costs to defend against these threats, repair damage caused by cyber incidents such as viruses, ransomware, or hacking, and mitigate any reputational damage, particularly if a security breach is widely publicized.

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

Our Company's working capital needs for a specific period are influenced by various factors, such as the size and timing of orders to be fulfilled, the size of the order backlog, and customer payment terms. Based on historical trends, we anticipate a significant increase in our working capital requirements. The table below sets forth our working capital for the Financial Years 2024, 2023 and 2022 and estimated figures for Financial Year 2026 on the basis stated below:

<b>Particulars</b>	<b>For the year ended March 31, 2026 (Estimated)</b>	<b>For the year ended March 31, 2024 (Audited)</b>	<b>For the year ended March 31, 2023 (Audited)</b>	<b>For the year ended March 31, 2022 (Audited)</b>
<b><i>Current Assets</i></b>				
Current Investment	1,050.00	811.80	1,474.75	16.43
Trade receivables	4,382.92	4,616.45	903.21	610.13
Cash and bank balances	97.23	55.56	55.18	36.15
Short term Loans and advances	585.91	371.12	66.75	7.02
Other current assets	615.47	232.80	112.66	52.48
<b>Total Current Assets (A)</b>	<b>6,731.53</b>	<b>6,087.72</b>	<b>2,612.55</b>	<b>722.21</b>
<b><i>Current Liabilities</i></b>				
Trade payables	2,542.77	3,294.05	1,150.25	298.40
Other current liabilities	99.66	68.98	139.62	55.16
Short-term Provisions	140.74	284.67	172.03	55.98
<b>Total Current Liabilities (B)</b>	<b>2,783.17</b>	<b>3,647.69</b>	<b>1,461.90</b>	<b>409.55</b>
<b>Net Working Capital Requirements (A-B)</b>	<b>3,948.36</b>	<b>2,440.03</b>	<b>1,150.65</b>	<b>312.67</b>

Our business requires funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement, or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled “*Objects of the Issue*” beginning on page 98 of this Draft Red Herring Prospectus.

***12. We operate our Registered Office and Corporate Office that are held by us on leasehold basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition, cash flows and prospects may be adversely affected.***

We operate our Registered Office and Corporate Office that are held by us on a leasehold basis, details whereof are as under:

<b>Sr. No.</b>	<b>Details of the properties</b>	<b>Description of properties</b>	<b>Area</b>	<b>Purpose of usage</b>
1.	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi- 110030, India	Agreement dated August 16, 2024, between Maya Devi, Rohit Khari, Yash Pal Khari and Mohit Khari (Lessors) & Newgen IT Technologies Limited (Lessee) for a term of 5 years from August 15, 2024.	4075 square feet	Registered Office and Corporate Office

This property is subject to several conditions, some of which could be onerous. Failure to adhere to or comply with these conditions may lead to termination, revocation, or suspension of the relevant lease agreement.

We cannot assure you that we will not default on the terms and conditions of the agreement. We cannot assure you that we shall continue to be able to operate out of our existing premises or renew our existing agreement at favourable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements, and we cannot assure that the new arrangements will be on commercially acceptable terms. We may also face the risk of being evicted in the event that our landlords allege a breach on our part of any terms under the lease agreement and there is no assurance that we will be able to identify suitable locations to re-locate our operations. Moreover, we may face significant increases in the rental rates. We cannot assure you that we may be able to do so in a timely manner. If we lose our rights on the property or are required to negotiate terms or to relocate our business operations or shut down our Registered Office and Corporate Office, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations, cash flows and financial condition.

***13. Any IT system failures or lapse on part of our employees may lead to operational interruption, inability, or reputational harm.***

While we believe our current employee relations are positive, we cannot guarantee that we will not face operational disruptions in the future. Potential challenges may include system failures, lapses in performance, or errors made by employees, which could lead to operational inefficiencies, reputational damage, or even legal liabilities. Such issues could hinder our ability to meet our obligations and negatively affect our business operations.

Additionally, any disputes or conflicts with employees, whether related to compensation, working conditions, or other matters, could cause disruptions in our day-to-day operations. These disruptions may impair our ability to deliver services, potentially leading to a decline in performance, customer satisfaction, and financial results. Such incidents could have a material adverse impact on our business,

reputation, and long-term prospects. While we have not faced any instances of inadequacies on part of our employees which have led to any material adverse effect on our business and operations for the period ended June 30, 2024 and in Fiscals 2024, 2023 and 2022, there is no assurance that we will not face such instances in the future.

***14. We rely on OEMs to provide reliable products and services, and any disruption of or interference of services provided by such OEMs or losing access to OEM’s software applications could diminish our competitive edge, potentially harming our business, financial performance, and overall results of operations.***

Our services involve integrating a range of enterprise platforms, including operating systems, data centres, firewalls, productivity suites, and SAAS based software. These platforms may not always perform as expected or be used efficiently, and their implementation could face delays. The integration of new or upgraded technologies may not prove to be cost-effective, potentially adversely impacting our business, financial performance, cash flows, and overall financial condition.

If any of the enterprise platforms or third-party products and technologies we rely on become unavailable—due to issues such as the loss of required licenses, extended outages, interruptions, or if they are no longer available on commercially reasonable terms—we may face difficulties in delivering solutions to our customers. In such cases, we would need to integrate alternative solutions from other providers, which could result in increased costs and operational disruptions. Additionally, the unavailability of critical software could cause delays in delivering our solutions, potentially leading to customer penalties, contract terminations, or other negative consequences for our business. We are generally bound by standard terms and conditions that govern the distribution, use, and operation of the software systems licensed to us, and these terms may be modified by the providers periodically. Further, our business will be harmed if any key provider of such technology systems:

- a) discontinues, revokes or limits our access to its software or application programming interfaces (“APIs”);
- b) modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers;
- c) changes how information is accessed by us or our customers; or
- d) establishes more favorable relationships with one or more of our competitors.

Additionally, OEM’s technology platforms are constantly evolving, and we may not be able to adapt our tools and platforms to ensure compatibility with all other systems. If we fail to effectively anticipate and manage these risks, it could negatively impact our business, reputation, financial performance, and cash flows.

***15. There have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to ROC.***

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by ROC. The details of such forms have been provided below:

<b>Sr. No.</b>	<b>Name of the Form/Return</b>	<b>Financial Year</b>	<b>Due Date of filing</b>	<b>Actual date of Filing</b>
1.	MGT-7	2016-17	26/11/2017	07/11/2024
2.	ADT-1	2017-18	12/10/2017	22/03/2019
3.	MGT-7	2017-18	27/11/2018	24/12/2018
4.	DIR-12	2018-19	28/10/2018	13/07/2022

Sr. No.	Name of the Form/Return	Financial Year	Due Date of filing	Actual date of Filing
5.	AOC- 4	2018-19	27/10/2019	16/11/2019
6.	MGT-7	2018-19	26/11/2019	29/11/2019
7.	DPT-3	2019-20	30/06/2019	05/10/2020
8.	AOC-4	2019-20	04/12/2020	12/01/2021
9.	MGT-7	2019-20	03/01/2021	17/02/2021
10.	DPT-3	2021-22	30/06/2021	02/09/2021
11.	MGT-7	2021-22	28/11/2022	29/11/2022
12.	DPT-3	2022-23	30/06/2022	04/07/2022
13.	ADT-1	2022-23	14/10/2022	04/01/2023
14.	CHG-1	2022-23	14/01/2023	16/01/2023
15.	DPT-3	2023-24	30/06/2023	01/07/2024
16.	CHG-1	2023-24	15/12/2023	24/11/2023
17.	CHG-4	2023-24	16/01/2024	24/04/2024
18.	AOC-4XBRL	2023-24	22/10/2024	24/10/2024

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

***16. There have been instances in the past where we have not made certain regulatory filings with the RoC and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company.***

We have obtained the search report on RoC filing from the PCS firm **M/s. Soniya G & Associates** vide their report dated December 18, 2024. According to that report, there have been certain discrepancies and incorrect filings in relation to statutory filings required to be made by the company with the RoC under applicable laws, as well as certain other non-compliances incurred by us under the Companies Act. The independent practicing Company Secretary was also unable to trace RoC payment challans. Such RoC payment challans are untraceable and not available in our records.

While our Company has sent an intimation to the ROC informing about the following ROC filings discrepancies, no action has been taken by ROC against us for such inaccurate filings. We cannot assure you that we will be able to make timely filings including of our corporate actions, and, or, maintain all records of corporate actions of our Company in the future. The details of such discrepancies/errors are provided below:

S No.	Particulars	Clarification
1.	The company encountered a delay in filing of Form ADT-1 for the appointment of the auditor for the period from FY 2017-2022. While the form was originally filed on March 19, 2019, it contained a typographic error in the name of the company, which led to the need for a refiling.	Inadvertently, it appears that the company has made a mistake in the appointment of the auditor during the Annual General Meeting (AGM) held on September 28, 2017, by passing the resolution in the name of M/s Solution Global Consulting Private Limited instead of M/s VCARE Infotech Solutions and Services Private Limited. Additionally, the form ADT-1 for the appointment of the auditor was not filed on time, and there was a delay This form was originally due on October 14, 2018, but was filed on March 19, 2019.  To rectify the situation, the company took

S No.	Particulars	Clarification
		corrective action by refiling Form ADT-1 on September 11, 2024.
2.	Form ADT-1 for the appointment of the auditor for the period FY 2022-2027 was filed with incorrect enclosures, namely the Notice of EGM, Certified True Copy of EGM, and Intimation of Appointment.	Although the form was filed on January 4, 2023, within the due date (which was January 18, 2023), the form contained incorrect enclosures. As a result, the company had refiled the form on July 31, 2024, with the correct enclosures.
3.	The company encountered an issue with the filing of Form CHG-1 related to the creation of charge on a facility obtained from HDFC Bank Limited. Specifically, the company mistakenly filed Form CHG-1 with Charge ID 100852982 for ₹ 10.10 crores, which resulted in a duplication of the charge that was already filed under Charge ID 100858537 for Rs. 10 crores.	The company obtained a facility from HDFC Bank Limited, and Form CHG-1 was filed to create a charge against this facility. The company mistakenly filed Form CHG-1 with Charge ID 100852982 for Rs. 10.10 crores, which led to duplication of charge because a charge had already been filed under Charge ID 100858537 for Rs. 10 crores for the same facility.
4.	Form DIR-12 was filed for the appointment of Shivani Bhatt as a Director, whereas it should have been filed for her appointment as an Additional Director.	The company appointed Shivani Bhatt as a Director effective 08/01/2024, but the initial filing of Form DIR-12 was mistakenly done with the wrong attachment, appointing her as a Director instead of an Additional Director. The company corrected this error by refiling Form DIR-12 on 10.10.2024, with the proper attachments, reflecting her appointment as an Additional Director.
5.	Form MGT 14 was filed for allotment of 1,19,00,000 bonus shares but the filing contained errors, including the wrong attachment, incorrect date, and the wrong company name	The company had filed the form MGT 14 for allotment of 1,19,00,000 bonus shares on 22.02.2024 but it was erroneously filed due to wrong attachment with wrong date in the name of the company, therefore it was refiled on 28.08.2024 with correct attachments.
6.	The company has not appointed a Company Secretary for the specified period, in accordance with the relevant regulatory requirements.	<p>Following the bonus allotment on February 10, 2024, and in accordance with Section 203(4) of the Companies Act, 2013, along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company was required to appoint a Company Secretary within six months from the date of applicability. However, the Company Secretary was appointed on December 05, 2024, which falls outside the stipulated time frame.</p> <p>To address this non-compliance, the company has submitted an Adjudication/Compounding application before the Registrar of Companies (RoC) via Form GNL-1, with SRN No. N24783243.</p>
7.	There were delay in filing of certain forms and returns with the Registrar of Companies	Due to inadvertence and without any mala fide intentions, certain forms/returns with the Registrar of Companies ("RoC") were filed with delay alongwith applicable additional fees. Further, there were certain clerical mistakes and certain

S No.	Particulars	Clarification
		deficiencies in following secretarial standards issued by the Institute of Company Secretaries of India in certain forms and returns filed with MCA and that such instances were purely unintentional and by inadvertence and the Company assures the office of RoC to ensure timely and appropriate filings in future.

However, Board of Directors of our Company has taken the note of the said discrepancies found in the statutory forms. These clerical errors were not substantial in nature and the concerned ROC has not issued any show-cause notice in respect to the above has been received by our Company till date and except as stated in this Draft Red Herring Prospectus, no penalty or fine has been imposed by any regulatory authority in respect to the same.

Although, no regulatory action, fine or penalty has been taken/ levied on our Company for the abovementioned purported default / non-compliance, however, it cannot be assured that no such regulatory action, fine or penalty will be taken/ levied in the future. Further, we cannot assure you that such non-compliances will not occur in the future. Therefore, if the concerned authorities impose monetary penalties on us or take certain punitive actions against our Company or its directors/ officers in relation to the same, our business and financial condition could be adversely affected.

***17. There have been instances of delay in repayment of loans in the past. We cannot assure you that any such delays shall not occur in the future or that such delays would not trigger any restrictive covenants or events of default as per the agreements executed with our lenders.***

There have been instances of delayed repayment of borrowings in the past. The details of the same have been provided below:

Banks	Details of Loans availed	Financial Year in which delay occurred	Amount of delay (₹ in lakhs)	Period of Delay (in days)
ICICI Bank Limited	50 Lakhs	November-2023	1.66	1
		May-2024	1.66	1

For further details, please see – “History and Certain Corporate Matters- Defaults or rescheduling/restructuring of borrowings with financial institutions/banks” on page 158.

We cannot assure you that there will not be any future instances in delay or default in repayment of borrowings or request our lenders to reschedule of our loans. We also cannot assure you that any of our requests in this regard would be accepted by our lenders or it would not trigger any restrictive covenants or events of default as per the agreements executed with our lenders. Occurrence of any of the aforementioned events, could affect our cash flows, financial condition and business operations.

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

In the past, there have been some instances of delays in filing statutory forms with government authorities such as returns, EPF, ESIC and GST returns. Accordingly, we have been subjected to penalty and charged with interest for delayed deposit of tax on those instances as well. Such delays were mainly on account of technical glitches in the regulatory website, delays on account of COVID-19 and delays on the company's part in the preparation of information required for filing such returns. While our Company has already regularized the aforesaid delays, however, there can be no assurance that the regulator may not initiate proceedings against us or that we will be able to sufficiently defend against any action initiated by regulators in relation to regulatory compliances for all instances and periods.

Any adverse order passed, or penalty imposed by regulators on us may adversely affect our business and the results of operations.

#### Instances of delay in Filing EPF Return

(₹ in Lakhs)

Sr. no.	Financial Year	Total number of Filings	Number of Delayed Filings	Amount
1	2021-22	12	2	2.40
2	2022-23	12	1	0.84
3	2023-24	12	7	9.42
4	2024-25*	3	-	-

\*for quarter 1, which includes the months of April, May and June.

#### Instances of delay in Filing ESIC Return

(₹ in Lakhs)

Sr. no.	Financial Year	Total number of Filings	Number of Delayed Filings	Amount
1	2021-22	12	2	0.02
2	2022-23	12	1	0.02
3	2023-24	12	9	0.32
4	2024-25*	3	-	-

\*For quarter 1, which includes the months of April, May and June.

#### Instances of delay in Filing GST Return

(₹ in Lakhs)

Sr. no.	Financial Year	Return Type	Number of Delayed Filings	Amount
1	2021-22	GSTR-3B	2	87.75
2	2022-23	GSTR-3B	5	540.37
3	2023-24	GSTR-3B	8	1303.95
4	2024-25*	GSTR-3B	3	57.78
5	2021-22	GSTR-1	4	NA
6	2022-23	GSTR-1	1	NA
7	2023-24	GSTR-1	8	NA
8	2024-25*	GSTR-1	3	NA

\*For quarter 1, which includes the months of April, May and June.

#### **19. Our Company does not have any documentary evidence for the past education qualification of Pushpa Bhatt.**

Our Company faces a risk related to the incomplete documentary evidence for the educational qualifications of one of our key personnel, Pushpa Bhatt. While we have received Part I and Part II marksheets for her Bachelor of Arts degree, we do not have full documentation to verify the entirety of her educational background. Specifically, we have not received conclusive proof for the final degree certification, which may raise concerns regarding the completeness and verification of her qualifications.

This lack of comprehensive documentation may affect the perception of Ms. Bhatt's credentials and, by extension, could potentially impact the Company's credibility and reputation with investors, stakeholders, and other third parties who rely on verified qualifications. Although we have obtained partial evidence in the form of her marksheets, the absence of full documentation may limit certain opportunities that require a complete verification of educational qualifications. This detail is included in her biography in the chapter titled "Our Management" as required under the SEBI ICDR Regulations. For further information, please refer to the chapter titled "Our Management" on page 161 of this Draft Red Herring Prospectus.



**20. Our business relies significantly on the expertise of our Promoters, Key Managerial Personnel, Senior Managerial Personnel and persons with technical expertise. Any inability to retain or replace these individuals could have a detrimental impact on our operations.**

Our ability to manage and grow our business effectively depends on the expertise of our Promoters, Key Managerial Personnel, and Senior Management, as well as their ability to attract, develop, and retain skilled employees and professionals. Our Company is led by qualified Promoters who have a cumulative experience of over 12 years under the continued leadership of Jagdish Chander Bhatt, our Chairman and Managing Director, is particularly crucial. With over 12 years of experience in the technology sector, his deep industry knowledge and close relationships with key clients are central to our business success. The ongoing involvement of our leadership team is essential to our growth, and any disruption in their availability could have a detrimental effect on our operations and financial performance.

If we are unable to hire additional personnel or retain our existing skilled workforce, particularly our Key Managerial Personnel, Senior Managerial Personnel and individuals with critical expertise, it could hinder our operations and limit our ability to expand. Additionally, we may struggle to attract and retain enough skilled and experienced employees to replace those who leave, or we may face challenges in effectively redeploying existing resources. The failure to retain or recruit Key Managerial Personnel, Senior Management, and other key talent could have a negative impact on our business and operational performance.

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

We have entered certain transactions with related parties may continue to do so in future. While our Company confirms that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act, 2013 and other applicable laws, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Note no. 2.9- Related Party Transactions” of restated financials under section titled “Restated Financial Information” on page 190 of this Draft Red Herring Prospectus.

**22. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

We have experienced negative cash flows from our operating activities in the Financial Year 2024. The following table summarizes our cash flows data for the periods indicated:

(₹ in lakhs)

Particulars	For the period ended June 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Net cash from operating activities	817.11	(378.28)	(275.00)	56.30

Cash flow from operating is showing negative during fiscal year 2023 and 2024 because of higher growth in the overall turnover and corresponding increase in the trade receivable during the respective year, moreover, company availed the working capital/overdrawn facility against fixed deposit, and increase and decrease in current investment shown in operating activity whereas increase and decrease in working capital shown in financial activities, resulting, negative balance shown in cash flow from operating activity.

There can be no assurance that our net cash flows will be positive in the future. Any negative cash flows in the future could adversely affect our results of operations and financial condition, and we cannot assure you that our net cash flows will be positive in the future.

**23. A portion of our revenues and our expenses are denominated in foreign currency. Adverse foreign currency exchange rate fluctuations could adversely impact our business, results of operation and financial condition.**

Our business is exposed to foreign exchange rate fluctuations as a substantial portion of our revenue being denominated in USD. This exposure is particularly notable in our trade dealings with various countries, including but not limited to Sri Lanka, UAE, Africa, Singapore, Germany, USA, Hongkong. Investors should carefully consider the following risk associated with currency rate fluctuations when evaluating investment decisions. Fluctuations in currency exchange rates, particularly between the US Dollar and the local currencies in which we operate, can have a significant impact on our financial performance. Changes in exchange rates can affect the value of our income, expenses, assets, and liabilities denominated in foreign currencies when translated into the reporting currency. This volatility can lead to unpredictable revenue and profitability variations, potentially affecting our overall financial stability.

Set out in the table below is our revenues and expenses denominated in foreign currency:

Particulars	For period ended June 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in lakhs	% of revenue from operations	₹ in lakhs	% of revenue from operations	₹ in lakhs	% of revenue from operations	₹ in lakhs	% of revenue from operations
Revenues	381.42	34.29%	1,520.35	13.63%	76.39	1.20%	127.82	5.12%
Expenses	0.00	0.00	95.63	0.86%	366.10	5.76%	102.37	4.10%

Similarly, fluctuations in exchange rates can impact the conversion of our costs and expenses, potentially affecting our profitability. In countries where we operate, there may be restrictions or regulations regarding the repatriation of funds or foreign currency exchange. These restrictions can impact our ability to convert and transfer funds across borders, limiting our flexibility in managing cash flows, making necessary investments, or repatriating profits to our company or shareholders. Currency rate fluctuations can complicate financial reporting and performance evaluation. When preparing financial statements, the translation of financial results from various currencies into a single reporting currency can be affected by currency rate changes. This can make it challenging to accurately assess the financial performance and compare results over time.

**24. We operate in a competitive industry and any inability to compete effectively may result in a loss of market share or decline in operating margins.**

We operate in a highly competitive industry, with numerous players offering similar solutions both in India and internationally. For additional information, please refer to “Our Business – Competition” on page 140. Some of our competitors may possess advantages such as greater financial, technical, and marketing resources, which could enable them to fund acquisitions, drive international expansion, respond more rapidly to technological changes, and operate across more diverse geographies and solution portfolios.

To remain competitive, we must not only continue meeting stringent standards but also focus on cost reduction, improving operational efficiencies, and delivering innovative, technology-driven services and solutions. Failure to do so could negatively impact our market share and operational performance.

We cannot guarantee that we will be able to effectively compete with these players in the future, and any failure to do so could adversely affect our business, financial condition, and results of operations.

Furthermore, the competition within our industry could lead to pricing pressures and reduced profit margins, which may significantly impact our revenue and profitability.

**25. Our Promoters and Directors have interests in entities, which are in businesses similar to ours and this may result in potential conflict of interest with us.**

There are, and may be, certain transactions between our company and our promoters or promoter group members/ entities, in the ordinary course of business and at arms' length price. However, a potential conflict of interest may occur between our promoters, directors due to having similar line of business. For further details, please see "Our Management" and "Our Promoters and Promoter Group" on pages 161 and 179, respectively of this draft red herring prospectus. Our promoters and directors, and their related entities may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

**26. We are involved in certain legal proceedings, which, if determined adversely, may affect our business and financial condition.**

As on the date of filing this Draft Red Herring Prospectus, there are outstanding legal proceedings initiated by or against our Company, Promoters, Directors, and Group Companies that are incidental to our business and operation. A summary of outstanding litigation proceedings involving our Company, our promoters, our directors, and our group companies as on the date of this Draft Red Herring Prospectus is provided below:

Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchange	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	2	-	-	-	-	375.00
Against the Company	-	4	-	-	-	171.63
<b>Promoters*</b>						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
<b>Directors</b>						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
<b>Group Companies</b>						
By the Group Companies	-	-	-	-	-	-
Against the Group Companies	-	-	-	-	-	-

*\*The Promoters of the Company are also the Directors of the Company. Hence litigation against them has been included under the heading of promoters to avoid repetition.*

For further details on the outstanding litigation proceedings, please see “*Outstanding Litigation and Material Developments*” on page 247 of the Draft Red Herring Prospectus.

***27. Our Promoters have provided personal guarantee for loans availed by us.***

In the event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter’s ability to manage the affairs of our Company and our Company’s profitability and consequently this may impact our business, prospects, financial condition, and results of operations. Our Company has availed loans in business. Our Promoter has provided personal guarantee in relation to certain loans availed by our Company, for details please see “*Financial Indebtedness*” on page 246. In the event of default in repayment of the loans by the Company, the personal guarantee extended by our Promoter may be invoked by our lenders thereby adversely affecting our Promoter’s ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations.

***28. Our Promoters and Promoter Group will be able to exercise significant influence and control over our operations after the issue and may have interests that are different from those of our other shareholders.***

As of the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group collectively hold 100% of our issued and outstanding equity share capital. Post the issue, our Promoters and Promoter Group will continue to hold [●]% of our issued and outstanding Equity Share capital. By virtue of their shareholding, our Promoters and Promoter Group will have the ability to exercise significant control and influence over our affairs and business, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger, amalgamation, or sale of substantially all our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters and Promoter Group may be different from or conflict with the interests of our other shareholders and their influence may result in change of our management or in our control, even if such a transaction may not be beneficial to our other shareholders.

***29. Our Promoters, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred, remuneration or other benefits received.***

Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoters are interested in the transactions entered between our company and themselves as well as between our company. For further details, please refer to the chapters titled “*Our Business*” and “*Our Promoters and Promoter Group*”, beginning on page 120 and 179 respectively and the chapter titled “*Note No.2.9 - Related Party Transactions*” of restated financials under chapter titled “*Restated Financial Statements*” beginning on page 190 of this Draft Red Herring Prospectus.

***30. Our inability to protect or use our intellectual property rights or comply with intellectual property rights of others may adversely affect our business.***

We rely on copyright, patent, and trademark laws, and other contractual regulations to establish and maintain our proprietary rights. We intend to protect our intellectual property rights very strictly. However, there can be no assurance that we will be able to protect it successfully. Our clients are spread over India as well as overseas countries; our intellectual property rights have limited jurisdiction in India, and it does not provide protection in overseas countries, so we may have to get multiple jurisdiction protection of intellectual rights, which is a very expensive and lengthy process.





We've taken steps to register our logo and with trademark authorities in India. However, extending this protection to client countries is essential. We may struggle to detect unauthorised use or enforce our intellectual property rights effectively, risking harm to our reputation, business, and profitability.

Regarding our trademark 1, "*Device contains 'NewGen IT' in a bigger font and Delivering commitment*



*written below*" and logo, we've initiated the registration process with the Trademark Office in Delhi, under Class 42, with application number 5139598 dated 20/09/2021. Nevertheless, there's no assurance of successful registration. The trademark application is currently under objection from the Trademark office with remark "*The objection is raised under S 11 (1) of the Trade Marks Act, 1999, as the mark is identical with or similar to earlier marks in respect of identical or similar description of goods or services and because of such identity or similarity there exists a likelihood of confusion on the part of the public.*" Bearing correspondence number 12273220 dated October 06, 2021. Objections or rejections could delay the process, leaving our trademark vulnerable to unauthorised use.

Further regarding our trademark 2, "*The Device contains artistic form of laptop with shield inside and written below 'Your IT Expert'*" and logo, we've initiated the registration process with the Trademark Office in Delhi, under Class 42, with application number 5139599 dated September 20, 2021. Nevertheless, there's no assurance of successful registration. The trademark application is currently under objection from the Trademark office with remark "*The objection is raised under S 9(1) (a) of the Trade Marks Act 1999, as the mark is a non-distinctive and as such it is not capable of distinguishing the goods or services of one person from those of others. The objection is raised under S 9(1) (b) of the Trade Marks Act 1999, as the mark consists exclusively of words or indications which may serve in trade to designate the intended purpose at the time of production of the goods or rendering of the service or other characteristics of the goods or service;*" Bearing correspondence number 12268566 dated October 05, 2021. Objections or rejections could delay the process, leaving our trademark vulnerable to unauthorised use.

As we pursue a device mark, competing entities may exploit similar marks, limiting our ability to prevent infringement. Furthermore, existing trademarks with similar names in India pose litigation risks.



We have also developed another logo or device mark for our services and associated products. However, to date, we have not taken any steps to get it registered with the trademark authorities. As a result, we do not enjoy protection of any kind on this new mark, and therefore, it also carries risks associated with unauthorised use. Without protection under the Trademark Act of India, our only hope is bringing litigation under the doctrine of passing off, which also poses challenges. Competing entities may exploit similar marks, limiting our ability to prevent infringement. Furthermore, existing trademarks with similar names in India pose litigation risks.

It's crucial to note that our trademark enjoys no protection outside India, as we've yet to file applications in other countries. This lack of international protection leaves us vulnerable to infringement and limits our market reach.

***31. Our business is subject to evolving laws regarding privacy, data protection and other related matters. Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.***

Our business operations require various statutory and regulatory permits, licenses, registrations, certifications, consents, and approvals (collectively, the '**Approvals**'). Most of these Approvals are

issued for a limited duration and must be renewed periodically. While we have not experienced any rejections of our Approvals to date, we cannot guarantee that such rejections will not occur in the future, nor that we will be able to renew them in a timely manner, or at all. For more information, please refer to the section “*Government and Other Approvals*” on page 256.

The Approvals are subject to various conditions, and we cannot guarantee that they will not be suspended or revoked due to non-compliance, alleged non-compliance, or any regulatory action. If any of the Approvals are suspended or revoked by the relevant authorities, whether due to non-compliance or other reasons, it could significantly disrupt our operations and adversely affect our business, cash flows, and financial condition. Additionally, we may be subject to monetary penalties, and responsible officers could face legal consequences.

Uncertainty regarding the applicability, interpretation, or implementation of any amendments to, or changes in, governing laws, regulations, or policies in the jurisdictions where we operate—particularly in the absence of clear administrative or judicial precedent—could be both time-consuming and costly to resolve. Such uncertainty may impact the viability of our existing business or limit our ability to expand in the future. Additionally, if we are affected, directly or indirectly, by the application or interpretation of these laws and regulations, or if we incur costs to comply with or defend against related proceedings, our business and financial performance could be materially adversely impacted.

**32. Our Company has unsecured loans with a total outstanding amount of ₹ 9.63 Lakhs as of October 31, 2024, that may be recalled by the lenders at any time.**

Our Company has currently availed certain unsecured loans. The total outstanding amount of the unsecured loan as of October 31, 2024, was ₹ 9.63 lakhs. These loans may be recalled by the lenders at any time. The financing agreements that we have entered for availing the secured loans contain negative covenants. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to termination of one or more of our credit facilities or incur penalties and acceleration of payments under such credit facilities, foreclosure on our assets, trigger cross-default provisions under certain of our other financing agreements which may adversely affect our financial condition and our ability to conduct and implement our business plans. Although we have received consents/NOC from our lenders for undertaking the Issue, these restrictive covenants may affect some of the rights of our Shareholders. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company’s liquidity. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition, and results of operations. For further details of these unsecured loans, please refer to Chapter titled “*Restated Financial Statements*” beginning on page 190 of this Draft Red Herring Prospectus.

**33. We have issued Equity Shares during the last one year at a price that may be below the Issue Price.**

During the last one year we have issued Equity Shares at a price that may be lower than the Issue Price:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
February 10, 2024	1,19,00,000	10	NA	Other than Cash	Bonus Issue
October 15, 2024	26,00,000	10	NA	Other than Cash	Bonus Issue

For further details, please refer to the chapters “*Capital Structure*” beginning on page 77 of this Red Herring Prospectus.

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

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

Details of our total insurance coverage vis-à-vis our net assets for the period ended June 30, 2024 and as of March 31, 2024, March 31, 2023 and March 31, 2022 is set out below:

(₹ in lakhs)

Particulars	For Fiscal Year			
	As on June 30,2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Insurance coverage* (A)	2261.00	1976.00	-	-
Net assets** as per Restated Financial Information (B)	54.47	58.68	40.10	26.42
Net tangible assets*** (C)	1757.32	1629.90	799.82	288.68
Insurance expenses as per Restated Financial Information	0.49	1.09	1.31	0.86
Insurance coverage times the net assets (A/B)	41.51	33.67	-	-
Insurance coverage times the net tangible assets (A/C)	1.29	1.21	-	-

\* Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance

\*\*Net assets = Property, Plant and Equipment (net block) + Capital Work in Progress + Intangibles (net block) + Investment Property (Buildings net block) + Inventories

\*\*\* 'Net Tangible Assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non-current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non-current liabilities and provisions.

As certified by our Statutory Auditors, M/s Rajput Jain & Associates, pursuant to a certificate dated December 11, 2024.

**35. Our Company does not have any documentary evidence for the past experience of Ramesh Sharma**

One of our Directors, Ramesh Sharma, was unable to provide the original partnership deed or any other supporting documentation for M/s Unicom Express & Logistics Services. As a result, the date of establishment for their past experience is based on the amended partnership deed in the years 2015. For further information, please refer to the chapter titled "Our Management" on page 164 of this Draft Red Herring Prospectus.

***36. Certain information in this Draft Red Herring Prospectus is based on our internal classification, methodologies, which may change and which may or may not be consistent with companies operating in our industry, and hence we cannot assure you of the completeness or the accuracy of such data.***

Certain statements contained in this Draft Red Herring Prospectus, such as industry data that has been derived from IBEF and imf.org and revenues generated from our segments is based on our internal classification methodologies and the way we operate our business. There may be variation in the manner in which we and other companies operating in our industry categorise customers. Depending on our assessment and focus from time to time, this mix may change and there is no assurance that we will continue to see a same part of our business as being in that particular segment.

***37. None of our Directors do not have any prior experience of being a director in any other listed company in India.***

Our current Board comprises of five directors which includes Chairman and Managing Director, one Executive Director, one Non-Executive Director non-independent director and two non-executive independent directors. We are not a publicly listed company and have not historically been subject to increased scrutiny by shareholders, regulators and the public at large that is associated with being a listed company. None of our board of directors do have any prior experience of being a director in any other listed company in India. While our Board members are qualified and have relevant experience in their respective field, not having any prior experience as being a director in any other listed company in India may present some potential challenges to our Company in effectively meeting with good corporate governance norms and practices. Additionally, having lack of such experience amongst the board of directors may impact our Company's credibility and reputation among the investors and other stakeholders. For further details, please see chapter titled "Our Management" on page 161 of this Draft Red Herring Prospectus.

***38. If we are subject to any frauds, theft, or embezzlement by our employees, suppliers, or customers, it could adversely affect our reputation, results of operations, financial condition, and cash flows.***

Our operations may be subject to incidents of theft. We may also encounter some inventory loss on account of employee/ supplier/ customer fraud, theft, or embezzlement. Although we have set up various security measures in our office premises there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition, and cash flows.

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

Our future ability to pay dividends will depend on our earnings, financial condition, and capital requirements of our company. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition, and results of operations. While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future.

***40. Our future success will depend on our ability to effectively execute our business and growth strategies.***

The diversification and expansion of our services are driven by the evolving needs of our customers and technological advancements in our industry. Our success will depend on our ability to effectively execute our business and growth strategies, but we cannot guarantee that we will achieve these goals on time, within budget, or meet client's expectations. These strategies will place significant demands



on our Board of Directors, senior management, and resources, requiring improvements to our operational, financial, and internal controls, and may lead to the need for additional debt. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations. Our continued growth is also closely tied to the effectiveness of our internal systems and controls, and any failure to maintain these could impede our progress and negatively affect our business, financial condition, and results of operations.

Additionally, we believe that our ability to execute our business and growth strategies will depend on our capacity to expand both domestically and internationally. Failure to sustain our growth or successfully implement these strategies within the expected timeframes and budget could adversely affect our operational results, financial condition, and business prospects.

***41. Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institution and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company intends to primarily use the Net Proceeds of the Fresh Issue for funding working capital requirements and general corporate purposes, as described in section “*Objects of the Issue*” on page 90. The plans for utilizing the Net Proceeds of the Fresh Issue are based on management estimates and such intended use of proceeds has not been appraised by any bank or financial institution.

The funding requirements are based on current conditions and are subject to change in response to external circumstances, costs, other financial condition or business strategies. Our Company may have to revise its management estimates from time to time and consequently its requirements may change, which may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Any change in the Objects of the Fresh Issue may also require shareholders' approval and may involve considerable time or may not be forthcoming and in such an eventuality it may adversely affect our operations or business. Further, our Promoters would be required to provide an exit opportunity to the shareholders who dissent with our proposal to change the objects of the Issue, which may discourage our Promoters from undertaking steps for the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest.

In light of these factors, we may not be able to undertake any variation in Objects of the Fresh Issue to use any unutilized proceeds of the Fresh Issue even if such variation is in our interest, thereby limiting or delaying our efforts to use the Net Proceeds to achieve profitable growth in our business.

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

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled “*Objects of the Issue*” on page 90 of this Draft Red Herring Prospectus.

***43. Our Company's management will have flexibility in utilizing the net proceeds from the Issue and the deployment of the net proceeds from the Issue is not subject to any monitoring by any independent agency.***

Our Company intends to primarily use the net proceeds towards working capital requirement of our company and general corporate purposes as mentioned in “*Objects of the Issue*” on page 90 of this Draft Red Herring Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the issue size is not in excess of ₹ 10,000 lakhs. The Audit committee of our

Company will be monitoring utilization of funds. Our company may have to revise its management estimates from time to time and consequently its requirements may change.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the shareholders and our promoters will be required to provide an exit opportunity to the shareholders of our company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI. 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.

Accordingly, prospective investors in the issue will need to rely upon our Audit Committee's judgment with respect to the use of net proceeds. If we are unable to enter into arrangements for utilization of net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the issue and our business and financial results may suffer.

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

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

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

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

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

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

The trading volume and market price of the equity shares may be volatile following the issue.

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

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

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

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

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

***47. We have not independently verified certain data in this Draft Red Herring Prospectus***

Certain statements contained in this Draft Red Herring Prospectus, such as industry data has been derived from [\*Indian Economy Growth Rate & Economic System Insights | IBEF\*](#). We have not independently verified data from the industry and related data contained in this Draft Red Herring Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled. Therefore, discussions of matters relating to India, its economy, or the industry in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate, or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy elsewhere.

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

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

***49. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence. Further, in accordance with Indian law, permission for listing of our Equity Shares will be granted only after our Equity Shares in this Issue have been Allotted and all other relevant documents authorizing the issuing of our Equity Shares have been submitted. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Issue Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Issue Closing Date. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence, within the prescribed time periods. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the time periods prescribed under law.

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

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an issuing of our securities. While the entire Post-issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "*Capital Structure*" beginning on page 77 of this Draft Red Herring Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

**External Risk Factors**

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe, and certain emerging economies in Asia.

Financial turmoil in Asia, Europe and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. For example, the full-scale military invasion of Russia into Ukraine and the subsequent sanctions placed on Russia by various countries has substantially affected the economic stability of the world and such volatility could impact our Company's growth. In addition, the market price of oil has risen sharply since the commencement of hostilities in Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

In addition, the USA is one of India's major trading partners and any possible slowdown in the American economy could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, results of operation, and cash flows. These developments, or the perception that any of them could occur, have had, and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, results of operations, and cash flows, and reduce the price of the Equity Shares.

***52. Challenges that affect the Information Technology industry will have an effect on our operations.***

As we are engaged in the information technology industry, we are impacted by challenges that affect the industry in general. These include general economic conditions and outlook, improvements in technologies, increase in operating costs, government regulation and policy and importantly, our competitive position in the market in general. These factors will impact us and our business on an ongoing basis. We will be constrained to respond to changes adequately to remain profitable, including bringing about changes to operations, cutting down on costs, and reassessing growth plans and strategies. We are unable to predict these challenges and cannot assure you that we will continue to maintain our current levels of financial performance.

***53. Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.***

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

***54. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

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

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

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 326 of Draft Red Herring Prospectus.

***57. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted

in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced

***58. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter, or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of Equity Shares at a premium to the market price or would otherwise be beneficial to the shareholders. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

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

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹ 1 lakh, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

**SECTION IV: INTRODUCTION  
THE ISSUE**

The following table summarizes the Issue details:

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
Equity Shares issued through Public Issue <sup>*(1) (2)</sup>	Issue of up to 54,00,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] Lakhs.
<i>The Issue consists of:</i>	
Market Maker Reservation	[●] Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] Lakhs.
Net Issue to Public	[●] Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] Lakhs.
<i>Out of which*</i>	
A. QIB Portion <sup>*(3)</sup>	Not more than [●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs.
<i>Of which</i>	
(a) Anchor Investor Portion	[●] Equity Shares of ₹ 10/- each for cash price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs.
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	[●] Equity Shares of ₹ 10/- for cash price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs.
<i>of which</i>	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
B. Non – institutional portion <sup>(3)(4)</sup>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs.
C. Retail portion <sup>(3)</sup>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs.
<i>Pre and Post Issue Equity Share Capital of our Company</i>	
Equity Shares outstanding prior to the Issue	[●] Equity Shares having face value of ₹10 each.
Equity Shares outstanding after the Issue	[●] Equity Shares having face value of ₹10 each.
Use of Net Proceeds by our Company	Please refer Section titled “Objects of the Issue” on page 90 of this Draft Red Herring Prospectus.

*\*Subject to finalisation of the Basis of Allotment. The number of shares may need to be adjusted for lot size upon determination of issue price.*

*Notes:*

- (1) *Public issue of up to 54,00,000 Equity Shares face value of ₹ 10 each for cash at a price of ₹ [●] including premium of ₹ [●] per Equity Share of our Company aggregating to ₹ [●]. This 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 issued to the public for subscription.*
- (2) *For further details, please refer to section “Issue Structure” beginning on page 282 of this Draft Red Herring Prospectus. The Issue has been authorised by a resolution of our Board dated August 22, 2024. Our Shareholders have authorised the Issue pursuant to a special resolution dated September 23, 2024.*



- (3) *Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "Issue Procedure" beginning on page 287 of this Draft Red Herring Prospectus.*
- (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.*
- (5) *Allocation to Bidders in all categories, except in Anchor Investor Portion, Non-Institutional Portion and Retail Individual Investor Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investor Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 2 Lakhs, subject to availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For details, see 'Issue Procedure' on page 287.*

For further details, including in relation to grounds for rejection of Bids, see 'Issue Structure' and 'Issue Procedure' on pages 282 and 287, respectively. For further details of the terms of the Issue, see 'Terms of the Issue' on page 273 of this Draft Red Herring Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

### Restated Statement of Assets and Liabilities

*(Amount ₹ in lakhs, unless stated otherwise)*

Particulars	Note No.	Standalone As at			
		June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>A. EQUITY AND LIABILITIES</b>					
<b>1. Shareholders' funds</b>					
a) Share capital	9	1,200.00	1,200.00	10.00	10.00
b) Reserves and surplus	10	562.53	434.95	792.66	281.40
<b>Total (A)</b>		<b>1,762.53</b>	<b>1,634.95</b>	<b>802.66</b>	<b>291.40</b>
<b>2. Non-current liabilities</b>					
a) Long-term borrowings	11	-	-	-	14.65
b) Other Long term provisions	12	-	-	-	-
c) Deferred tax Liability	33				
<b>Total (B)</b>		-	-	-	14.65
<b>3. Current liabilities</b>					
a) Short-term borrowings	13	215.35	977.68	390.93	35.80
b) Trade payables	14				
- To MSME		158.93	211.32	180.84	22.81
- To Other than MSME		2,110.77	3,082.73	969.41	275.60
c) Other current liabilities	15	33.86	68.98	139.62	55.16
d) Short-term provisions	16	214.59	284.67	172.03	55.98
<b>Total (C)</b>		<b>2,733.50</b>	<b>4,625.37</b>	<b>1,852.83</b>	<b>445.35</b>
<b>Total Equity and Liabilities (A+B+C)</b>		<b>4,496.03</b>	<b>6,260.32</b>	<b>2,655.49</b>	<b>751.39</b>
<b>B. ASSETS</b>					
<b>1. Non-current assets</b>					
a) Property, plant and equipment					
- Tangible assets	17	54.47	58.68	40.10	26.42
b) Deferred Tax Assets (Net)	34	5.21	4.95	2.84	2.76
c) Long-term loans and advances	18	-	-	-	-
d) Non-Current Investments	19	102.16	108.97	-	-
<b>Total (A)</b>		<b>161.83</b>	<b>172.59</b>	<b>42.94</b>	<b>29.17</b>
<b>2. Current assets</b>					
<b>a) Current Investment</b>	20	829.90	811.80	1,474.75	16.43
a) Trade receivables	21	2,698.62	4,616.45	903.21	610.13
b) Cash and cash equivalents	22	90.26	55.56	55.18	36.15
c) Short-term loans and advances	23	350.64	371.12	66.75	7.02
d) Other current assets	24	364.77	232.80	112.66	52.48
e) Inventories	25	-	-	-	-
<b>Total (B)</b>		<b>4,334.20</b>	<b>6,087.72</b>	<b>2,612.55</b>	<b>722.21</b>
<b>Total Assets (A+B)</b>		<b>4,496.03</b>	<b>6,260.32</b>	<b>2,655.49</b>	<b>751.39</b>

## Restated Statement of Profit and Loss

(Amount ₹ in lakhs, unless stated otherwise)

Particulars	Note No.	Standalone for the period ending on			
		June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>A. INCOME</b>					
Revenue from operations	26	703.43	9,293.37	5,529.58	2,403.01
Other income	27	38.03	100.41	171.18	39.05
<b>Total Income</b>		<b>741.46</b>	<b>9,393.78</b>	<b>5,700.76</b>	<b>2,442.06</b>
<b>B. EXPENDITURE</b>					
Cost of revenue from operations	28	400.79	7,471.61	4,557.07	1,920.10
Employee benefit expenses	29	74.87	421.74	252.30	190.67
Finance costs	30	28.15	59.23	13.63	0.74
Depreciation and amortization expense	31	5.88	32.79	22.97	18.31
Administrative Expenses	32	61.28	296.08	171.57	114.39
<b>Total Expenditure</b>		<b>570.97</b>	<b>8,281.45</b>	<b>5,017.55</b>	<b>2,244.21</b>
<b>C. Profit/(Loss) before exceptional, extraordinary items &amp; tax</b>		<b>170.50</b>	<b>1,112.33</b>	<b>683.21</b>	<b>197.85</b>
Exceptional & extraordinary items					
<b>D. Profit/(Loss) before tax</b>		<b>170.50</b>	<b>1,112.33</b>	<b>683.21</b>	<b>197.85</b>
<b>E. Tax expense:</b>	33				
Tax Expense Current year		43.17	282.16	172.03	55.98
Provision for Deferred tax (Assets)/Liability		(0.26)	(2.11)	(0.09)	(0.62)
Short/ (Excess) provision of earlier year		-	-	-	-
<b>Net Current Tax Expense</b>		<b>42.91</b>	<b>280.04</b>	<b>171.95</b>	<b>55.36</b>
<b>F. Profit/(Loss) for the year after tax</b>		<b>127.58</b>	<b>832.29</b>	<b>511.26</b>	<b>142.49</b>
<b>G. Profit allocated to:</b>					
<b>Earnings/(Loss) per equity share [nominal value of share Rs. 10/- (previous year Rs.10/-)]</b>					
Basic (1,46,00,000/- equity Shares)		<b>0.87</b>	<b>5.70</b>	<b>3.50</b>	<b>0.98</b>
Diluted (1,46,00,000/- equity Shares)		<b>0.87</b>	<b>5.70</b>	<b>3.50</b>	<b>0.98</b>

### Restated Statement of Cash Flows

(Amount ₹ in lakhs, unless stated otherwise)

Particulars	Standalone for the period ending on			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>A. Cash flows from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax	170.50	1,112.33	683.21	197.85
<i>Adjustments for:</i>				
Depreciation	5.88	32.79	22.97	18.31
Interest expense	25.23	47.75	9.80	-
Profit on sales of fixed assets	-	-	-	-
<b>Operating profit / (loss) before working capital changes</b>	201.60	1,192.88	715.98	216.16
<b>Changes in working capital:</b>				
<b>Adjustments for (increase) / decrease in operating assets:</b>				
(Increase) / Decrease in Current Investments	(18.10)	662.95	(1,458.31)	(6.94)
(Increase) / Decrease in trade and other receivables	1,917.83	(3,713.24)	(293.08)	(191.04)
(Increase) / Decrease in Short Term loan & advances	20.47	(304.37)	(59.73)	(4.97)
(Increase) / Decrease in Other Current Assets	(131.98)	(120.14)	(60.18)	(1.18)
<b>Adjustments for (increase)/decrease in operating liabilities:</b>				
Increase / (Decrease) in trade payables	(1,024.35)	2,143.80	851.84	38.01
Increase / (Decrease) in Other current liabilities	(35.12)	(70.65)	84.46	28.23
Increase / (Decrease) in Short term provision	(70.07)	112.63	116.05	34.01
<b>Operating profit / (loss) before extraordinary items</b>	860.28	(96.12)	(102.97)	112.28
Net income tax (paid) / refunds	43.17	282.16	172.03	55.98
<b>Net Cashflow From/ (Used in) Operating Activities (A)</b>	<b>817.11</b>	<b>(378.28)</b>	<b>(275.00)</b>	<b>56.30</b>
<b>B. Cash Flow From Investing Activities</b>				
Purchase of fixed assets	(1.67)	(51.37)	(36.65)	(16.57)
Profit on sales of fixed assets	-	-	-	-
Proceeds from sale of fixed assets	-	-	-	-
Non-Current Assets/Investment	6.81	(108.97)	-	-
<b>Net Cashflow From/(Used in) Investing Activities (B)</b>	<b>5.14</b>	<b>(160.33)</b>	<b>(36.65)</b>	<b>(16.57)</b>
<b>C. Cash Flow From Financing Activities</b>				
Interest paid	(25.23)	(47.75)	(9.80)	-
Share Capital Issued	-	-	-	9.00
Proceeds from borrowing	(762.33)	586.74	340.49	(33.10)
Long term loan and advances				
<b>Net Cashflow From/(Used in) Financing Activities (C)</b>	<b>(787.56)</b>	<b>538.99</b>	<b>330.69</b>	<b>(24.10)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>34.70</b>	<b>0.38</b>	<b>19.03</b>	<b>15.63</b>
Cash and cash equivalent at the beginning of the year	55.56	55.18	36.15	20.52
Cash and cash equivalent at the end of the year	90.26	55.56	55.18	36.15
<b>Net Increase/(Decrease) During the Year</b>	<b>34.70</b>	<b>0.38</b>	<b>19.03</b>	<b>15.63</b>
<b>Notes to statement of cash flows:</b>				
1. Components of cash & cash equivalents:				
Cash on hand	8.54	8.55	1.35	0.71
Balances with bank in current accounts	81.72	47.01	53.83	35.44
	90.26	55.56	55.18	36.15

## GENERAL INFORMATION

Our Company was incorporated as “VCARE InfoTech Solutions & Services Private Limited” as a private limited company under the provisions of the Companies Act, 2013, pursuant to certificate of incorporation dated February 16, 2016, issued by Registrar of Companies, Delhi. The name of our Company was changed to ‘NewGen IT Technologies Private Limited’, and a fresh certificate of incorporation dated May 01, 2024, was issued by the Registrar of Companies, Central Processing Centre. Our Company was then converted into a public limited company under the Companies Act, 2013, and consequently, the name of our Company was changed to ‘NewGen IT Technologies Limited’, and a fresh certificate of incorporation dated July 10, 2024, was issued by the Registrar of Companies, Central Processing Centre. The CIN of the Company is U32200DL2016PLC291211.

For details of changes in registered offices of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 156 of this Draft Red Herring Prospectus.

### BRIEF ABOUT THE COMPANY AND ISSUE

<b>Registered Office and Corporate Office</b>	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India <b>Telephone No.:</b> 01145622417 <b>Website:</b> <a href="http://www.newgenit.com">www.newgenit.com</a> <b>Email id:</b> <a href="mailto:cs@newgenit.com">cs@newgenit.com</a>
<b>Date of Incorporation</b>	February 16, 2016
<b>Company Registration Number</b>	291211
<b>Corporate Identification Number</b>	U32200DL2016PLC291211
<b>Company Category</b>	Company limited by shares
<b>Company Sub-Category</b>	Non-government company
<b>Address of the Registrar of Companies</b>	4 <sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019
<b>Designated Stock Exchange</b>	<b>Emerge platform of NSE</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.
<b>Issue Program</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Company Secretary and Compliance Officer</b>	<b>Sneha Modi</b> <b>NewGen IT Technologies Limited</b> Plot No. 5, 3rd Floor, Khasra No. 344, Gadaipur, South-West, Delhi- 110030, India <b>Telephone No.:</b> 011-4562-2417 <b>Email id:</b> <a href="mailto:cs@newgenit.com">cs@newgenit.com</a>
<b>Chief Financial Officer</b>	<b>Rakesh Khandelwal</b> <b>NewGen IT Technologies Limited</b> Plot No. 5, 3rd Floor, Khasra No. 344, Gadaipur-110030, South-West, Delhi- 110030, India Telephone No: 011-4562-2417 Email Id: <a href="mailto:cfo@newgenit.com">cfo@newgenit.com</a>

### Board of Directors

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Jagdish Chander Bhatt	Managing Director	07378159	L-1/238B, DDA LIG Flats, Kalkaji, South Delhi, Delhi -

Name	Designation	DIN	Residential Address
			110019, India.
Pushpa Bhatt	Executive Director	07406978	L-1/238B, DDA LIG Flats, Kalkaji, South Delhi, Delhi - 110019, India.
Shivani Bhatt	Non- Executive Director	07623148	L-1/238B, DDA LIG Flats, Kalkaji, South Delhi, Delhi - 110019, India.
Rakesh Kumar Dubey	Independent Director	00174010	10 B, Tower-1, the Hibiscus, Sector 50, South City- II, Gurgaon, Haryana- 122018, India.
Ramesh Sharma	Independent Director	09317820	F-48 Tara Apartment-II, Flat No.- 305, 2 <sup>nd</sup> Floor, Behind D-T-C Depot Khanpur Extension, South Delhi, Dehi- 110062, India

For further details of our directors, see “*Our Management*” on page 161 of this Draft Red Herring Prospectus.

## INVESTOR GRIEVANCES

**Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Book Running Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.**

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

In terms of SEBI circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/22*, dated *February 15, 2018*, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. In terms of the SEBI circular No. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*, SCSBs are required to compensate the investor immediately on the receipt of complaint.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

## Details of Key Intermediaries Pertaining to this Issue and our company

Book Running Lead Manager to the Issue	Registrar to the Issue
<b>Unistone Capital Private Limited</b> A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra.	<b>Link Intime India Private Limited</b> C-101, 247 Park, 1 <sup>st</sup> Floor L.B.S Marg, Vikhroli West Mumbai-400083, Maharashtra, India <b>Telephone:</b> +91 22 49186060

<b>CIN:</b> U65999MH2019PTC330850 <b>Tel:</b> +91 22 4604 6494 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a> <b>Investor Grievance Email:</b> <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a> <b>Website:</b> <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> <b>Contact Person:</b> Brijesh Parekh <b>SEBI Registration No.:</b> INM000012449	<b>Facsimile:</b> +91 22 49186060 <b>Email:</b> <a href="mailto:newgenit.smeipo@linkintime.co.in">newgenit.smeipo@linkintime.co.in</a> <b>Investor grievance email:</b> <a href="mailto:newgenit.smeipo@linkintime.co.in">newgenit.smeipo@linkintime.co.in</a> <b>Contact Person:</b> Shanti Gopalkrishnan <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>SEBI Registration Number:</b> INR000004058 <b>CIN:</b> U67190MH1999PTC118368
<b>Legal Counsel to the Issue</b>	<b>Banker to the Company</b>
<b>Arms Length Legal</b> <b>Address:</b> All, Block A, Krishna Kunj Towers, 291, Rajeev Gandhi Nagar, Kota-324005, Rajasthan <b>Telephone:</b> 7976413230 <b>Email:</b> <a href="mailto:ipo@armslengthlegal.com">ipo@armslengthlegal.com</a> <b>Contact Person:</b> Prakhar Gupta <b>Reg. No.:</b> R/2196/2020	<b>ICICI Bank Limited</b> <b>Address:</b> D-1, Alaknanda Shopping Complex, New Delhi- 110019, Delhi, India. <b>Telephone:</b> 8527095672 <b>Email:</b> <a href="mailto:rajesh.pg@icicibank.com">rajesh.pg@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Contact Person:</b> Rajesh PG
<b>Statutory &amp; Peer Reviewed Auditor</b>	<b>Syndicate Member</b>
<b>Rajput Jain &amp; Associates</b> <b>Address:</b> P- 6/90, Connaught Place-110001, New Delhi, India <b>Telephone:</b> 011- 43520194 <b>Email:</b> <a href="mailto:singh@carajput.com">singh@carajput.com</a> <b>Contact Person:</b> Swatantra Kumar Singh <b>Membership No.:</b> 506088 <b>Firm Registration No.:</b> 0015341C <b>Peer Review Number:</b> 015935	[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•] <b>SEBI Certificate Registration:</b> [•] <b>CIN:</b> [•]
<b>Public Issue Bank/ Banker to the Issue/ Refund Banker/Escrow Collection Bank</b>	<b>Sponsor Bank</b>
[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•]	[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•]

### Designated Intermediaries

#### *Self-Certified Syndicate Bank(s)*

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

#### *Syndicate SCSB Branches*

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

### ***Self-Certified Syndicate Banks Eligible as Sponsor Banks for UPI***

The list of Self Certified Syndicate Banks 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>.

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

### ***Registered Brokers***

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

### ***Registrar And Share Transfer Agents***

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

### ***Collecting Depository Participants***

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### **Expert**

Our Company has not obtained any expert opinions except we have received consent from the Statutory and Peer review Auditors of the Company to include their name as an expert in this Draft Red Herring Prospectus in relation to the (a) Statutory and Peer Review Auditors' reports on the Restated Financial Statements (b) Statement of Possible Tax Benefit and such consent has not been withdraw as on date of this DRHP.

However, the term expert shall not be construed to mean an expert as defined under the U.S. Securities Act.

### **Monitoring Agency**

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.



### **Appraising Authority**

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

### **Credit Rating**

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

### **IPO Grading**

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

### **Trustees**

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

### **Green Shoe Option**

No green shoe option is applicable for the Issue.

### **Filing**

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

As per SEBI Circular No. *SEBI/HO/CFD/PoD-1/P/CIR/2023/29* dated *February 15, 2023*, company shall upload the Issue Summary Document (ISD) on exchange portal.

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. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number *SEBI/HO/CFD/DIL1/CIR/P/2018/011* dated *January 19, 2018*, a copy of the Offer Document will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

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

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

Unistone Capital Private Limited (Unistone) is the sole Book Running Lead Manager (BRLM) to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them.

### **Changes in the Auditors**

Except as disclosed below, there has been no change in the statutory auditors of our Company in the three years immediately preceding the date of this Draft Red Herring Prospectus.

<b>Name of the Auditor</b>	Rajput Jain & Associates
<b>FRN</b>	015341C
<b>Peer Review No.</b>	015935
<b>Email Id</b>	<a href="mailto:info@carajput.com">info@carajput.com</a>
<b>Address</b>	P-6/90 (2 <sup>nd</sup> Floor), Connaught Circus, Connaught Place, New Delhi-110001, India
<b>Reason for Change</b>	Re-appointment upon completion of tenure.
<b>Date of Change</b>	September 30, 2022

## **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 [●], an English national newspaper, all editions of [●], a Hindi national newspaper and [●] editions of [●], a Hindi daily newspaper, (Hindi being the regional language of Delhi where our Registered Office is located) 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 Unistone Capital Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with National Stock Exchange of India Limited 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 Link Intime India 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 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may 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, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders 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. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

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 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 is invited to the chapter titled “*Issue Procedure*” beginning on page 287 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 287 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. 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.

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
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 Company 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 287 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	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

<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.

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. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

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 Applicant on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and National Stock Exchange of India Limited Emerge 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 Applicants 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 Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, 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 Applicant, 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 Applicant, 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 Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## **Underwriting Agreement**

This Issue is [●]% underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the

Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

Details of the Underwriter	No. of Shares Underwritten	Amount Underwritten	% of total Issue size underwritten
[●]	[●]	[●]	[●]

*(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Red Herring Prospectus or the Prospectus, with the RoC as the case may be. This portion has been intentionally left blank and will be filled in before filing Prospectus with the RoC.)*

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead manager has agreed to underwrite to a minimum extent of [●] % of the Issue out of its own account. In the opinion of the Board of Directors (based on the certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

### Market Maker

<b>Name:</b>	[●]
<b>Address:</b>	[●]
<b>Tel No:</b>	[●]
<b>Fax No:</b>	[●]
<b>Contact Person:</b>	[●]
<b>Email:</b>	[●]
<b>Website:</b>	[●]
<b>Contact Person:</b>	[●]
<b>SEBI Registration No.:</b>	[●]

### Details of the Market Making Arrangement for this Issue

Our Company and the Book Running Lead Manager, have entered into an agreement dated [●] with [●], a Market Maker registered with Emerge Platform of NSE Limited in order to fulfil the obligations of Market Making

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every blackout period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE Limited from time to time.

4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange to decide controllable and non-controllable reasons would be final.
8. 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager 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 particular point of time.

10. **Risk containment measures and monitoring for Market Maker:** Emerge Platform of NSE Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

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

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

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

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

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

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.

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



## CAPITAL STRUCTURE

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

*Amount (₹ in lakhs except share data)*

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price <sup>(1)</sup>
<b>I.</b>	<b>Authorised Share Capital</b> <sup>(2)</sup>		
	2,00,00,000 Equity Shares of face value of ₹ 10/- each	2,000.00	-
<b>II.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> <sup>(3)</sup>		
	1,46,00,000 Equity Shares of face value of ₹ 10/- each	1,460.00	-
<b>III.</b>	<b>Present Issue in terms of this Draft Red Herring Prospectus</b>		
	Fresh Issue up to 54,00,000 Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] Lakhs <sup>(4)</sup>	[●]	[●]
	<b>Of which:</b>		
	<b>Reservation for Market Maker</b> [●] Equity Shares of ₹10/- each for cash at a price of ₹[●]/- per Equity Share (including a Share Premium of ₹[●] per Equity Share) aggregating to ₹[●] lakhs	[●]	[●]
	<b>Net Issue to Public</b> [●] Equity Shares of ₹10/- each at a price of ₹[●]/- per Equity Share (including a Share Premium of ₹[●] per Equity Share) aggregating to ₹[●] lakhs	[●]	[●]
	<b>Net Public Issue consists of:</b>		
	<b>Allocation to Qualified Institutional Buyers</b> Not more than [●] Equity Shares of ₹ 10/- each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹ [●] lakhs	[●]	[●]
	<b>Allocation to Retail Individual Investors</b> Not less than [●] Equity Shares of ₹10/- each for a cash price of ₹[●]/- per Equity Share (including a premium of ₹[●] per Equity Share) aggregating [●] Lakhs	[●]	[●]
<b>IV.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Issue</b>		
	[●] Equity Shares of ₹ 10 each	[●]	[●]
<b>V.</b>	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		[●]

(1) To be finalized upon determination of Issue Price.

(2) For details of the changes in the authorized share capital of our Company, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 156 of this Draft Red Herring Prospectus.

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

(4) The Issue has been authorized pursuant to a resolution of our Board of Directors dated August 22, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting of the members held on September 23, 2024.

## CLASSES OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of changes in the Authorized Share Capital of the Company:

Since Incorporation of our Company, the authorized share capital of our Company has been changed in the manner set forth below:

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
1.	On Incorporation	10,000	1,00,000	NA	NA
2.	Increase in Authorised Share Capital from ₹ 1,00,000 Lakhs to ₹ 10,00,000	1,00,000	10,00,000	December 12, 2020	EGM
3.	Increase in Authorised Share Capital from ₹ 10,00,000 to ₹ 20,00,00,000	2,00,00,000	20,00,00,000	January 25, 2024	EGM

### 2. History of Paid-up Share Capital of our Company:

The history of the paid-up Share capital and the securities premium account of our company is as set out in the following table:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
On incorporation (February 16, 2016)	10,000	10	10	Cash	Incorporation <sup>(i)</sup>	10,000	1,00,000
September 29, 2021	90,000	10	10	Cash	Rights Issue <sup>(ii)</sup>	1,00,000	10,00,000
February 10, 2024	1,19,00,000	10	NA	Other than cash	Bonus Issue <sup>(iii)</sup>	1,20,00,000	12,00,00,000
October 15,	26,00,000	10	NA	Other than	Bonus Issue <sup>(vi)</sup>	1,46,00,000	14,60,00,000

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
2024				cash			

Notes:

**i. Initial Subscribers to the Memorandum of Association subscribed to Equity Shares of Face Value of ₹ 10/- each detail of which are given below:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Jagdish Chander Bhatt	5,000
2.	Pushpa Bhatt	5,000
	<b>Total</b>	<b>10,000</b>

**ii. Rights Issue of 90,000 Equity Shares of ₹ 10/- each at par in cash as on September 29, 2021 to the following Shareholder:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Jagdish Chander Bhatt	45,000
2.	Pushpa Bhatt	45,000
	<b>Total</b>	<b>90,000</b>

**iii. Bonus allotment of 1,19,00,000 Equity Shares of ₹ 10/- each in the ratio of 119:1 i.e. 119 equity shares for every 1 share held as on February 10, 2024 to the following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Jagdish Chander Bhatt	59,50,000
2.	Pushpa Bhatt	59,50,000
	<b>Total</b>	<b>1,19,00,000</b>

**iv. Bonus allotment of 26,00,000 Equity Shares of ₹ 10/- each in the ratio of 13:60 i.e. 13 equity shares for every 60 share held as on October 15, 2024, 2024 to the following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Jagdish Chander Bhatt	13,00,000
2.	Pushpa Bhatt	13,00,000
	<b>Total</b>	<b>26,00,000</b>

### 3. Preference share Capital

As on the date of this Draft Red Herring Prospectus, our Company does not have preference share capital.

### 4. Equity Shares allotted in last one year at a price lower than the Issue Price in the last year:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price(₹)	Nature of Consideration	Nature of Allotment
February 10, 2024	1,19,00,000	10	NA	Other than Cash	Issue of Bonus shares in the

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price(₹)	Nature of Consideration	Nature of Allotment
					ratio of 119:1 i.e. 119 equity share for every 1 share held
October 15, 2024	26,00,000	10	NA	Other than Cash	Issue of Bonus shares in the ratio of 13:60 i.e. 13 equity share for every 60 share held

**5. Details of Equity Shares issued for consideration other than cash or out of revaluation reserves:**

Except as set out below, our Company has not issued Equity Shares for consideration other than cash:

Date of Allotment	Name of the Allottees	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
February 10, 2024	Jagdish Chander Bhatt	59,50,000	10	NA	Other than cash	Bonus Issue
	Pushpa Bhatt	59,50,000				
October 15, 2024	Jagdish Chander Bhatt	13,00,000	10	NA	Other than cash	Bonus Issue
	Pushpa Bhatt	13,00,000				

6. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
7. Our Company has not issued any shares pursuant to the exercise of options which have been granted under the employee stock option scheme and Employees Stock Appreciation Right Plan of our Company.
8. All allotment of shares to the public over the years is done in accordance with applicable provisions of the Companies Act, 2013.
9. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves. Our company has issued bonus shares from the capital redemption reserve and surplus, for further information please refer “Restated Financial Statements” on page 190 of the Draft Red Herring Prospectus.
10. The company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.
11. All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity Shares on Emerge Platform of NSE Limited.

12. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
13. As on the date of this Draft Red Herring Prospectus, our Promoters do not hold any preference shares in our Company.
14. Our Company has 7 (seven) shareholders, as of the date of this Draft Red Herring Prospectus.
15. We hereby confirm that none of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
16. 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 Emerge Platform of NSE Limited before commencement of trading of such Equity Shares.

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

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

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

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

**Summary of Shareholding Pattern:**

Sr. No.	Category of shareholder	No. 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+C)	Number of Voting Rights held in each class of securities <sup>1</sup>			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares <sup>3</sup>		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹ 10/- each <sup>2</sup>	Class Y								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII	XIII		XIV	
(A)	Promoters & Promoter Group	4	1,45,99,997	-	-	1,45,99,997	100%	1,45,99,997	-	1,45,99,997	100%	-	100%	-	-	1,45,99,997	
(B)	Public	3	3	-	-	3	-	3	-	3	Negligible	-	-	-	-	3	
I	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>7</b>	<b>1,46,00,000</b>	<b>-</b>	<b>-</b>	<b>1,46,00,000</b>	<b>100%</b>	<b>1,46,00,000</b>	<b>-</b>	<b>1,46,00,000</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>1,46,00,000</b>	

## 17. List of our major Shareholders:

The list of the shareholders of the Company holding 1% or more of the paid-up share capital of the Company:

- a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr.No	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Jagdish Chander Bhatt	73,00,000	50.00
2.	Pushpa Bhatt	72,99,995	50.00
<b>Total</b>		<b>1,45,99,995</b>	<b>100.00</b>

- b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr.No	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Jagdish Chander Bhatt	73,00,000	50.00
2.	Pushpa Bhatt	72,99,995	50.00
<b>Total</b>		<b>1,45,99,995</b>	<b>100.00</b>

- c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr.No	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Jagdish Chander Bhatt	50,000	50.00
2.	Pushpa Bhatt	50,000	50.00
<b>Total</b>		<b>1,00,000</b>	<b>100.00</b>

- d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr.No	Name	Number of Equity Shares	% of the then existing paid up capital
1.	Jagdish Chander Bhatt	50,000	50.00
2.	Pushpa Bhatt	50,000	50.00
<b>Total</b>		<b>1,00,000</b>	<b>100.00</b>

*\*The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.*

Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of this Draft Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- issue share capital of our Company:

Name of the Shareholder	Date of Transaction	Promoters/ Promoter Group/ Directors/ KMPs	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
Jagdish Chander Bhatt	September 29, 2021	Promoter/ Managing Director	45,000	None	Rights Issue
	February 10, 2024		59,50,000	None	Bonus Issue
	October 15, 2024		13,00,000	None	Bonus Issue
Pushpa Bhatt	September 29, 2021	Promoter/ Executive Director	45,000	None	Rights Issue
	February 10, 2024		59,50,000	(5)	Bonus Issue
	October 15, 2024		13,00,000	None	Bonus Issue

18. Except as disclosed below, none of our shareholders belonging to Promoters and Promoter Group, Directors and their relatives have purchased or sold the Equity Shares of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus:

Date of Allotment	Name of the Allottees	Equity Shares Allotted	Shares held	Face Value (₹)	Issue Price (₹)	Reasons for allotment
October 15, 2024	Jagdish Chander Bhatt	13,00,000	73,00,000	10	NA	Bonus Issue (13:60)
	Pushpa Bhatt	13,00,000	72,99,995			

19. There will not be any further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the date of listing of Equity Shares or refund of application monies in pursuance of the Draft Red Herring Prospectus.

**20. Build-up of our Promoters and members of Promoter Group in our Company:**

**a. Build-up of our Promoters:**

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,45,99,996 Equity Shares which constitutes 100% of the issued, subscribed and paid-up Equity Share Capital of our Company. Further, none of the Equity Shares held by our Promoters are pledged.

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

Date of Allotment/ Transfer*	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/Transfer Price/ sale price**	Cumulative No. of shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
<b>Jagdish Chander Bhatt</b>								
Upon Incorporation	Initial Subscription to MOA	Cash	5,000	10	10	5,000	0.03%	[•]
September 29, 2021	Rights Issue	Cash	45,000	10	10	50,000	0.31%	[•]



Date of Allotment/ Transfer*	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/Transfer Price/ sale price**	Cumulative No. of shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
February 10, 2024	Bonus Issue	Other than Cash	59,50,000	10	NA	60,00,000	41.09%	[●]
October 15, 2024	Bonus Issue	Other than Cash	13,00,000	10	NA	73,00,000	50.00%	[●]
<b>Pushpa Bhatt</b>								
Upon Incorporation	Initial Subscription to MOA	Cash	5,000	10	10	5,000	0.03%	[●]
September 29, 2021	Rights Issue	Cash	45,000	10	10	50,000	0.31%	[●]
February 10, 2024	Bonus Issue	Other than Cash	59,50,000	10	NA	60,00,000	41.09%	[●]
March 31, 2024	Transfer to Shivani Bhatt	Cash	1	10	10	59,99,999	41.09%	[●]
March 31, 2024	Transfer to Shivam Bhatt	Cash	1	10	10	59,99,998	41.09%	[●]
March 31, 2024	Transfer to Muktesh Shrivastav	Cash	1	10	10	59,99,997	41.09%	[●]
March 31, 2024	Transfer to Rita Dubey	Cash	1	10	10	59,99,996	41.09%	[●]
March 31, 2024	Transfer to Pratiyush Pandey	Cash	1	10	10	59,99,995	41.09%	[●]
October 15, 2024	Bonus Issue	Other than Cash	13,00,000	10	NA	73,00,000	50.00%	[●]
<b>Shivani Bhatt</b>								
March 31, 2024	Transfer of shares from Pushpa Bhatt	Cash	1	10	10	1	Negligible	[●]

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

Date of Allotment/ Transfer*	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/Transfer Price/ sale price**	Cumulative No. of shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
<b>Shivam Bhatt</b>								
March 31, 2024	Transfer of shares from Pushpa Bhatt	Cash	1	10	10	1	Negligible	[●]

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

\*\* Cost of Acquisition excludes Stamp Duty.

## 21. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group:

Provided below are details of Equity Shares held by our Promoters and the members of our Promoter Group as on the date of this Draft Red Herring Prospectus:

Sr. No.	Category of Promoter	Pre-Issue		Post- Issue	
		No. of Equity Shares	Percentage of pre- issue capital (%)	No. of Equity Shares	Percentage of post- issue capital (%)
<b>Promoters</b>					
1.	Jagdish Chander Bhatt	73,00,000	50.00%	[●]	[●]%
2.	Pushpa Bhatt	72,99,995	50.00%	[●]	[●]%
3.	Shivani Bhatt	1	Negligible	[●]	[●]%
<b>Total (A)</b>		<b>1,45,99,996</b>	<b>100.00%</b>	<b>[●]</b>	<b>[●]%</b>
<b>Promoter Group Members</b>					
4.	Shivam Bhatt	1	Negligible	[●]	[●]%
<b>Total (B)</b>		<b>1</b>	<b>Negligible</b>	<b>[●]</b>	<b>[●]%</b>
<b>Total (A+B)</b>		<b>1,46,99,997</b>	<b>100.00%</b>	<b>[●]</b>	<b>[●]%</b>

## 22. Promoter’s Contribution and other Lock-in details

### a) Details of Promoter’s Contribution locked-in for three (3) years

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

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

Name of Promoter	No. of Equity Shares Locked-in	Post- issue equity share capital %
[●]	[●]	[●]
[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>

All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section “*Capital Structure- History of Paid-up Share Capital of our Company*” on page 78 of this Draft Red Herring Prospectus.

Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post issue Equity Share capital of our Company as the Promoter’s Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter’s Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

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

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

***b) Details of share capital locked-in for one (1) year***

- (i) Pursuant to Regulation 238 (b) of the SEBI (ICDR) Regulations, in addition to the Promoter's Contribution to be locked-in for a period of three (3) years, as specified above, the entire Pre-issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this issue.
- (ii) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters have been pledged to any person, including banks and financial institutions.
- (iii) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to amongst our Promoters / Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- (iv) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

**23. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

**24. The average cost of acquisition of or subscription of shares by our promoters are set forth in the table below:**

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (₹ Per share) *
1.	Jagdish Chander Bhatt	73,00,000	0.07
2.	Pushpa Bhatt	72,99,995	0.07
3.	Shivani Bhatt	1	10.00

*\*As certified by M/s Rajput Jain & Associates, Chartered Accountants, Peer Review Auditor by way of their certificate dated December 11, 2024.*

- 25. Neither the Company, nor its Promoters, Directors or the Book Running Lead Manager have entered any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- 26. All Equity Shares issued pursuant to the issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
- 27. No person connected with the issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the issue.

28. The Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
29. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "*Our Management*" beginning on page 161 of this Draft Red Herring Prospectus.
30. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled "*Issue Procedure*" beginning on page 287 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
31. An over-subscription to the extent of 10% of the issue 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 10% 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 Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post issue paid-up capital is locked in.
32. Subject to valid applications being received at or above the issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
33. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this issue.
34. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
35. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
36. Our Promoters and Promoter Group will not participate in the issue.
37. Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

## OBJECTS OF THE ISSUE

The Issue comprises the Fresh Issue of 54,00,000 Equity Shares aggregating up to ₹ [●] lakhs by our Company. For details, see “Summary of the Offer Document” and “The Issue” on pages 25 and 60, respectively.

### Fresh Issue:

Our Company proposes to utilize the Net Proceeds from the Issue towards funding the following objects:

1. Funding working capital requirements of our Company; and
2. General Corporate Purposes

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

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

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

### Net Proceeds

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

(₹ in lakhs)

Particulars	Estimated Amount <sup>(1)</sup>
Gross proceeds of the Issue	[●]
(less) Issue Expenses <sup>(2)</sup>	[●]
<b>Net Proceeds of the Issue</b>	[●]

<sup>(1)</sup> To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

<sup>(2)</sup> For details, please see “Issue related expenses” on page 96 of this Draft Red Herring Prospectus.

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

(₹ in lakhs)

Particulars	Amount
Funding working capital requirements of the Company	2,405.00
General Corporate Purposes <sup>(1)</sup>	[●]
<b>Net Proceeds</b>	[●]

<sup>(1)</sup> To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

### Proposed schedule of implementation and Means of Finance

We propose to deploy the Net Proceeds towards the objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

(₹ in lakhs)

Particulars	Total estimated cost	Amount already deployed <sup>(1)</sup>	Total estimated amount from Net Proceeds	Year wise break-up of the expenditure
				Fiscal 2026
Funding Working Capital Requirements of the Company	2,405.00	-	2,405.00	2,405.00
General Corporate Purposes <sup>(2)</sup>	[●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]	[●]

<sup>(1)</sup> As certified by M/s Rajput Jain & Associates, Chartered Accountants, our Peer Review Auditors, by way of their certificate dated December 14, 2024.

<sup>(2)</sup> To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, deployment of funds, and intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, market conditions, and other external commercial and technical factors. However, these fund requirements and deployment plans have not been appraised by any bank, financial institution, or independent agency. We may need to revise our funding requirements and deployment due to various factors such as our financial and market conditions, business and growth strategies, ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, financial condition, access to capital, and other external factors such as changes in the business environment, regulatory climate, and interest or exchange rate fluctuations. These factors, which may not be within our management's control, might necessitate rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation, subject to compliance with applicable laws.

Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial year towards the aforementioned Objects.

Moreover, if the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the aggregate of the gross proceeds of the Issue, in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking debt lenders. In furtherance, that such alternate arrangements would be available to fund any such shortfalls.

## Details of the Objects of the Issue

The details of the Objects of the issue as set out below:

### 1. Funding working capital requirements of the Company

Our Company is engaged in the business of providing IT infrastructure solutions, Cyber Security and IT application services to meet the digital requirements of customers. We cater to Government as well as non-government organizations and our customers includes telecom, Tourism and Hospitality, Aviation, Judiciary (High Court), Insurance, Banking, Lab & Diagnostic chain, Business Processing Outsourcing, Education sector, Energy, Healthcare, space, oil and gas, pharma, Infrastructure, media and entertainment, Retailer, Manufacturing and security etc. We provide our IT infrastructure solutions and services to our Indian customers and we also have international presence through our export operations.

As per our past records, we have successfully executed projects for both non-government sector and government contracts. As of the date of the Draft Red Herring Prospectus, our order book pending execution stands at ₹ 6,564.02 lakhs. Further, we have submitted proposals for ₹ 20,550.55 lakhs to various industries such as Judiciary (High court), Armed forces, Railways, Education and Pharma etc. for high-end surveillance, data storage, networking, data back-up and protection etc.

Given our focus on government clients, our project pipeline exhibits a seasonal pattern. Historically, a significant portion of new projects are awarded in the latter half of the financial year, primarily in the third and fourth quarters. This translates to a concentration of revenue recognition in these quarters. In Quarter 3, revenue contributions were 15.09%, 46.03%, and 28.79% in FY 2022, FY 2023, and FY 2024, respectively. Similarly, Quarter 4 saw revenue shares of 45.53%, 32.83%, and 56.16% across the same years. This consistent pattern, with a notable increase in Quarter 4 revenue, underscores the influence of larger projects and government contracts typically finalized towards the end of the financial year. Consequently, the fourth quarter plays a crucial role in driving the company's overall financial performance.

Further, in our projects, particularly for IT infrastructure solutions, it is essential for our company to procure components, IT products, and related services upfront. These purchases-ranging from hardware to software and related technologies-must be financed initially from our internal funds, as we await payment from our clients. In light of these payment delays in government projects and the capital-intensive nature of IT infrastructure projects, we are seeking funding to support our working capital requirements. This funding will enable us to maintain a smooth procurement process, meet the financial demands of our ongoing contracts, and continue to execute projects efficiently, without disruption due to cash flow constraints.

Our Company proposes to utilize ₹ 2,405.00 Lakhs towards funding its working capital requirements in the ordinary course of business.

#### ***Basis of estimation of working capital requirement***

Our company's working capital requirements are influenced by several factors, including the size and timing of customer orders, the volume of our order backlog, and the terms of customer payments. For the fiscal years 2024, 2023, and 2022, our working capital needs were ₹ 2,440.03 lakhs, ₹ 1,150.65 lakhs, and ₹ 312.67 lakhs, respectively. Given these historical trends, we anticipate a substantial increase in our working capital requirements moving forward, driven by expected growth in our operations and the expansion of our business.

Our revenue from operations for Fiscals 2022 to 2024, has grown at a CAGR of 96.66%. The table below shows our revenue from operations Fiscal 2024, 2023, and 2022:

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Revenue from Operations (₹ in Lakhs)	9,293.37	5,529.58	2,403.01
Revenue from operations growth (%)	68.07%	130.11%	-

Our business is working capital intensive, and we primarily fund our working capital requirements through internal accruals and financing arrangements with various banks and financial institutions in the ordinary course of operations. To learn more about the working capital facilities utilized by our company, please refer to the section titled "*Financial Indebtedness*" on page 246.

#### **Existing working capital requirements**



Set forth below are the working capital of our Company, for the period ended June 30, 2024 and as on Fiscals 2024, 2023 and 2022 respectively:

<b>Particulars</b>	<b>For the period ended June 30, 2024 (Audited)</b>	<b>For the year ended March 31, 2024 (Audited)</b>	<b>For the year ended March 31, 2023 (Audited)</b>	<b>For the year ended March 31, 2022 (Audited)</b>
<b><i>Current Assets</i></b>				
Current Investment	829.90	811.80	1,474.75	16.43
Trade receivables	2,698.62	4,616.45	903.21	610.13
Cash and bank balances	90.26	55.56	55.18	36.15
Short term Loans and advances	350.64	371.12	66.75	7.02
Other current assets	364.77	232.80	112.66	52.48
<b>Total Current Assets (A)</b>	<b>4,334.19</b>	<b>6,087.72</b>	<b>2,612.55</b>	<b>722.21</b>
<b><i>Current Liabilities</i></b>				
Trade payables	2,269.70	3,294.05	1,150.25	298.41
Other current liabilities	33.86	68.98	139.62	55.16
Short-term Provisions	214.59	284.67	172.03	55.98
<b>Total Current Liabilities (B)</b>	<b>2,518.15</b>	<b>3,647.69</b>	<b>1,461.90</b>	<b>409.55</b>
<b>Net Working Capital Requirements (A-B)</b>	<b>1,816.04</b>	<b>2,440.03</b>	<b>1,150.65</b>	<b>312.67</b>
<b><i>Source of funds</i></b>				
Borrowing / Internal accruals	1,816.04	2,440.03	1,150.65	312.67

#### **Estimated working capital requirements**

The estimates of the working capital requirements for the Financial Year 2026 have been prepared based on the management estimates of future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our Company on an audited standalone basis, and assumptions for such working capital requirements, our Board pursuant through its resolution dated December 11, 2024, has approved the projected working capital requirements for the Financial Year 2026 and the proposed funding of such working capital requirements as set forth below:

<b>Particulars</b>	<b>For the year ended March 31, 2026 (Estimated)</b>
<b><i>Current Assets</i></b>	
Current Investment	1,050.00
Trade receivables	4,382.92
Cash and bank balances	97.23
Short Term Loans and Advances	585.91
Other current assets	615.47
<b>Total Current Assets (A)</b>	<b>6,731.53</b>
<b><i>Current Liabilities</i></b>	
Trade payables	2,542.77
Other current liabilities	99.66
Short Term Provisions	140.74
<b>Total Current Liabilities (B)</b>	<b>2,783.17</b>
<b>Net Working Capital Requirements (A-B)</b>	<b>3,948.36</b>
<b><i>Source of funds</i></b>	
Borrowing / Internal accruals	<b>1,543.36</b>

Particulars	For the year ended March 31, 2026 (Estimated)
Proceeds from the Issue	2,405.00

### Holding levels and key assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for the Period ended June 30, 2024, and for financial year ended Fiscal 2024, Fiscal 2023 and Fiscal 2022, based on financial statements, as well as estimated for Fiscal 2026.

Particulars	For the year ended March 31, 2026 (Estimated)	For the period ended June 30, 2024 (Audited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)	For the year ended March 31, 2022 (Audited)
Trade Receivables	121	345	181	60	93
Trade Payables	92	510	161	92	57

### Key justifications for holding levels

Particulars	Justification
Trade Receivables	<p>Over the past three financial years, we have observed fluctuations in our trade receivables turnover days. In Fiscal 2022, our trade receivables turnover days were 93 days, which decreased to 60 days in Fiscal 2023, and further increased to 181 days in Fiscal 2024. For the three-month period ended June 30, 2024, our trade receivables days were 345. For Fiscal 2026, we anticipate our trade receivables days to be 121 days.</p> <p>The initially downward trend showcases our success in improving collection efficiency and managing working capital. We extended longer credit periods to customers to foster relationships and encourage bulk orders, which supported the growth of our business. As we have reached a more established stage, we plan to implement more stringent credit collection processes. The spike observed during Fiscal 2023 to Fiscal 2024 resulted from delayed payments from government vendors.</p> <p>We project stabilization at 121 days for the upcoming fiscal years as we adopt a balanced approach to customer credit by taking phased projects rather than combined projects. This strategy allows us to accommodate the typical payment cycles within the industry while maintaining efficient control over working capital. By optimizing our credit policies, we aim to support growth and nurture customer relationships without overextending our receivables position in the long term. Additionally, with a more diversified customer base, we will be less reliant on a few key customers, and the increased scale of our operations will provide us with better leverage to negotiate favorable credit terms.</p> <p>As we increasingly focus on securing government projects, the broader and more stable nature of our customer portfolio is allowing us to achieve a more balanced and diversified risk profile. Government contracts typically come with more reliable payment terms, which reduce overall credit risk and ensure a steady revenue stream. This diversification mitigates our reliance on private-sector clients, thereby enhancing the stability of our cash flow. Furthermore, the growing scale of our operations provides us with greater leverage to negotiate more favorable credit terms with both</p>

Particulars	Justification
	existing and new clients, including government entities. By leveraging this scale, we are able to secure better payment conditions, which will significantly improve our liquidity position. This strategic shift not only strengthens our cash flow management but also positions the company for sustainable growth, supported by a more optimized and resilient credit management framework that will drive long-term success.
Trade Payables	<p>Over the past three fiscal years, our company has seen an increase in its trade payable days. These days increased from 57 in Fiscal 2022 to 92 in Fiscal 2023, followed by a further rise to 161 days in Fiscal 2024. For the three-month period ended June 30, 2024, there was an increase to 510 days. Looking ahead, the company anticipates a stabilization at 92 days in Fiscal 2026.</p> <p>This trend in trade payable days reflects our strategic approach to better supplier management within the industry. The initial increase in trade payable days was a direct result of our efforts to leverage negotiating power to secure extended payment terms. This strategy aligned with longer receivable cycles and was aimed at optimizing cash flow, particularly during a period of working capital constraints.</p> <p>However, we intend to reduce our trade payable days moving forward. By doing so, we aim to take advantage of discounted prices, thereby improving our gross margins. The projected decrease in payable days also indicates a shift towards more timely payments which allow us to optimize working capital while ensuring adequate liquidity to meet ongoing operational demands and client commitments.</p>

*Note: Pursuant to the certificate dated December 14, 2024, issued by our Statutory Auditors, M/s. Rajput Jain & Associates, Chartered Accountants*

## **2. General corporate purposes**

Our Company proposes to deploy the balance proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

## **Means of finance**

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

### Issue related expenses

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

Activity expense	Amount (₹ in lakhs)	Percentage of total estimated issue expenses <sup>(1)</sup>	Percentage of issue size <sup>(1)</sup>
Issue relating expenses such as fees to Book Running Lead Manager Fixed Fee, Registrar to the Issue, Legal Advisors, Auditors, statutory advertisements and other expenses incurred / to be incurred including promotional expenses	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission (including Commission/processing fees for SCSBs, Sponsor Bank, Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(2)(3)</sup> )	[●]	[●]	[●]
Listing fees, Stock Exchange processing/ listing fees, software fees, Depositories' fees, other regulatory expenses and sundry expenses.	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

Notes:

1. The fund deployed towards issue expenses is ₹ 5.00 lakhs pursuant to certificate issued by our Statutory Auditors M/s Rajput Jain & Associates, Chartered Accountants dated December 14, 2024, and the same will be recouped out of issue expenses.
2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be [●]% on the allotment amount on the application wherein shares are allotted.
3. Includes commission/Processing fees of ₹ [●] per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds ₹ [●] lakhs, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ [●] lakhs.

### Interim use of Net Proceeds

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

### Bridge Financing Facilities

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

### **Monitoring Utilization of Funds**

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

### **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 Promoters would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Other confirmations**

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

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

## BASIS OF ISSUE PRICE

The Price Band will be determined by our Company in consultation with the BRLM. The Issue Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares issued in the Issue through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 120, 32, 190 and 237 respectively, of this DRHP to have an informed view before making an investment decision.

### **Qualitative factors**

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

- Diverse Customer base across multiple Industries
- Track record of financial performance.
- Wide ranging and diversified IT solutions and offerings
- End to end solution

For further details, see “Our Business – Strengths” on page 129 of this DRHP.

### **Quantitative factor**

Some of the information presented below relating to our Company is derived from the Restated Financial Statements.

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

#### **I. Basic and diluted earnings per share (“EPS”)**

<b>Year ended</b>	<b>Basic/Diluted EPS (in ₹)</b>	<b>Weight</b>
Fiscal 2024	5.70	3
Fiscal 2023	3.50	2
Fiscal 2022	0.98	1
<b>Weighted Average</b>	<b>4.18</b>	
For the period ended June 30, 2024*	0.87	

\*Not annualised

Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights.
2. Basic and diluted EPS are based on the Restated Financial Statement.
3. The face value of each Equity Share is ₹10.
4. Earnings per Share (₹) = Profit after tax excluding exceptional items attributable to equity shareholders for the year/period divided by the weighted average no. of equity shares during the respective year/period.
5. Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’.
6. The figures disclosed above are based on the Restated Financial Statements.

#### **II. Price/Earning (“P/E”) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:**

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
P/E ratio based on Basic EPS for Fiscal 2024	[●]	[●]
<b>P/E ratio based on Diluted EPS for Fiscal 2024</b>	<b>[●]</b>	<b>[●]</b>

\*To be updated at Prospectus stage.

Note: Price / earning (P / E) ratio is computed by dividing the price per share by earnings per share.

### Industry Peer Group P/E ratio

Particulars	Industry P/E (Number of times)
Industry	
Highest	36.54
Lowest	18.40
<b>Average</b>	<b>27.47</b>

Notes:

1. The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P / E of the industry peer set disclosed in this section.
2. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on 11 October 2024, divided by the Diluted EPS for the period ended March 31, 2024.
3. All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the Stock Exchanges.

### III. Return on Net Worth (“RoNW”)

Derived from the Restated Financial Statements:

Fiscal	RoNW %	Weight
Fiscal 2024	50.91%	3
Fiscal 2023	63.70%	2
Fiscal 2022	48.90%	1
<b>Weighted Average</b>	<b>54.84%</b>	
For the period ended June 30, 2024*	7.24%	

\*Not annualised

Notes:

- a. RoNW = Net Profit after tax, as restated divided by Net-worth, as restated (Net worth include share capital and reserves and surplus)
- b. The figures disclosed above are based on the Restated Financial Statements of our Company.
- c. Return on Net Worth (%) = Restated Profit/(loss) attributable to owners of the holding company/ net worth at the end of the year
- d. Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest)

### IV. Net asset value per Equity Share (face value of ₹ 10 each)

Net Asset Value per Equity Share derived from the Restated Financial Statements:

Particulars	Amount
Net Asset Value per Equity Share as of June 30, 2024*	12.07
Net Asset Value per Equity Share as of March 31, 2024	11.20
After completion of the Issue	

Particulars	Amount
(i) At Floor price	[●]
(ii) At Cap Price	[●]
<b>Issue Price per equity share</b>	<b>[●]</b>

\*Not annualised

Notes:

1. Net Asset Value per Equity Share is calculated as total equity divided by weighted average number of equities shares outstanding during the respective year/period.

## V. Comparison with listed industry peer:

Following is the comparison with our peer companies listed in India:

Name of the Company	For the year ended March 31, 2024						
	Face value (₹)	Revenue from operations	Basic EPS	Diluted EPS	P/E (based on Diluted EPS)	Return on net worth (%)	NAV per Equity Share (₹)
		(₹ in Lakhs)	(₹)	(₹)			
NewGen IT Technologies Limited	10	9,293.37	5.70	5.70	[●]	50.91%	11.20
<b>Peer Group</b>							
Avance Technologies Limited	10	14,429.06	0.02	0.02	36.54	1.30%	1.90
Shradha AI Technologies Limited	10	1,727.41	2.70	2.70	18.40	11.44%	22.91

Source: All the financial information for listed industry peers mentioned above is on a consolidated and standalone basis respectively, sourced from the Annual Reports of the peer company uploaded on the BSE website for the year ended March 31, 2024.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on December 13, 2024 divided by the Diluted EPS for the period ended March 31, 2024.
2. RoNW is computed as net profit after tax divided by the net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, “Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 32, 120, 237 and 190, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

## VI. Key financial and operational performance indicators (“KPIs”)

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

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



other duration as may be required under the SEBI ICDR Regulations.

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 11, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by M/s Rajput Jain & Associates, Chartered Accountants, by their certificate dated December 14, 2024.

## VII. Financial KPI of our Company

<b>Metric</b>	<b>As of and for the period ended June 30, 2024*</b>	<b>As of and for the Fiscal</b>		
		<b>2024</b>	<b>2023</b>	<b>2022</b>
Revenue from operations (₹ in Lakhs)	703.43	9,293.37	5,529.58	2,403.01
Total revenue (₹ in Lakhs)	741.46	9,393.78	5,700.76	2,442.06
EBITDA (₹ in Lakhs)	204.52	1,204.36	719.81	216.90
EBITDA Margin (%)	29.07%	12.96%	13.02%	9.03%
Profit after tax (₹ in Lakhs)	127.58	832.29	511.26	142.49
PAT Margin (%)	18.14%	8.96%	9.25%	5.93%
Return on Equity (ROE) (%)	7.24%	50.91%	63.70%	48.90%
Debt To Equity Ratio	0.12	0.60	0.49	0.17
Interest Coverage Ratio	7.27	20.33	52.81	293.32

Metric	As of and for the period ended June 30, 2024*	As of and for the Fiscal		
		2024	2023	2022
Return on Capital Employed (ROCE) (%)	11.27%	71.66%	86.82%	64.89%
Current Ratio	1.59	1.32	1.41	1.62
Net Capital Turnover Ratio	0.44	6.36	7.28	8.68

**Notes:**

- a) As certified by M/s Rajput Jain & Associates, Chartered Accountants pursuant to their certificate dated December 14, 2024. The Audit committee in its resolution dated December 11, 2024 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.
- b) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- c) EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.
- d) EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- e) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes but before other comprehensive income by our revenue from operations.
- f) Return on equity (RoE) is equal to profit after tax for the year divided by the total equity during that period and is expressed as a percentage.
- g) Debt to equity ratio is calculated by dividing the debt (excluding lease liabilities) by total equity (which includes issued capital and all other equity reserves).
- h) Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBITDA by finance cost payment.
- i) RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total assets plus current liabilities.
- j) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- k) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 237 for the reconciliation and the manner of calculation of our key financial performance indicators.

**VIII. Comparison of financial KPIs of our Company and our listed peer.**

Metric	NewGen IT Technologies Limited			Avance Technologies Limited			Shradha AI Technologies Limited		
	As of and for the Fiscal			As of and for the Fiscal			As of and for the Fiscal		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
Revenue From operations (₹ in Lakhs)	9,293.37	5,529.58	2,403.01	14,429.06	3,053.20	1,151.57	1,727.41	520.44	940.04
Total revenue (₹ in Lakhs)	9,393.78	5,700.76	2,442.06	14,682.29	3,054.36	1,153.20	1,877.38	640.74	1,072.83
EBITDA (₹ in Lakhs)	1,204.36	719.81	216.90	503.22	50.28	(61.59)	872.24	106.58	582.45
EBITDA Margin (%)	12.96%	13.02%	9.03%	3.49%	1.65%	(5.35)%	50.49%	20.48%	61.96%
Profit after tax	832.29	511.26	142.49	488.19	40.60	(61.59)	639.16	71.02	425.04

Metric	NewGen IT Technologies Limited			Avance Technologies Limited			Shradha AI Technologies Limited		
	As of and for the Fiscal			As of and for the Fiscal			As of and for the Fiscal		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
(₹ in Lakhs)									
PAT Margin (%)	8.96%	9.25%	5.93%	3.38%	1.33%	(5.35)%	37.00%	13.65%	45.22%
Return on Equity (ROE) (%)	50.91%	63.70%	48.90%	1.30%	0.11%	(0.17)%	11.44%	1.71%	19.71%
Debt To Equity Ratio	0.60	0.49	0.17	0.00	0.00	0.00	0.00	0.00	0.00
Interest Coverage Ratio	20.33	52.81	293.32	16,774.00	5,028.00	0.00	253.56	0.00	0.00
Return on Capital Employed (ROCE) (%)	71.66%	86.82%	64.89%	1.34%	0.14%	(0.17)%	15.51%	2.57%	27.00%
Current Ratio	1.32	1.41	1.62	3.57	6.10	0.82	27.93	119.44	11.40
Net Capital Turnover Ratio	6.36	7.28	8.68	0.50	0.09	(1.13)	0.56	0.17	0.70

Notes:

- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.
- EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
- Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage.
- Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).
- Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment.
- RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total assets plus current liabilities.
- Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).
- Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year. "Net Worth" is defined as the aggregate of share capital and other equity.

\*\* All the information for listed industry peer mentioned above is on a consolidated and standalone basis, respectively and is sourced from their respective audited Annual Reports of the peer company uploaded on the BSE website for the year ended March 31, 2024.

## IX. Weighted average cost of acquisition ("WACA"), floor price and cap price

### a) Primary Transactions:

There has been no primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer 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.

**b) Secondary Acquisition:**

There have been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities, where the Promoters, members of the Promoter Group, or Shareholders having the right to nominate Directors to the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-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) Last five primary or secondary transactions:**

There are no such transactions to report to under (a) and (b) above. Therefore, the details of the last five primary or secondary transactions prior to the date of filing of this Draft Red Herring Prospectus are below:

Date of allotment	No. of equity shares allotted*	Face value per equity share (₹)	Issue price per equity share (₹) *	Nature of allotment	Nature of consideration	Total Consideration (in ₹ Lakhs)
October 15, 2024	26,00,000	10	Nil	Bonus Issue	Other than cash	Nil
February 10, 2024	1,19,00,000	10	Nil	Bonus Issue	Other than cash	Nil
<b>Weighted average cost of acquisition</b>						<b>Nil</b>

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	[•]	[•]
WACA of Equity Shares that were issued by our Company	NA	NA	NA
WACA of Equity Shares that were acquired or sold by way of secondary transactions	NA	NA	NA
Since there were no Primary Transactions or Secondary Transactions to report under points (a) and (b) above, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of the transaction			
- Based on Primary Transactions	NA	[•]	[•]
- Based on Secondary Transactions	NA	NA	NA

## **X. Justification for Basis of Issue Price**

Explanation for issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for year ended on March 31, 2022, March 31, 2023 and March 31, 2024.

[●]\*

*\*To be included in the finalization of Price Band.*

## **XI. The Issue Price is [●] times of the Face Value of the Equity Shares.**

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management Discussion and Analysis of Financial Position and Results of Operations*” and “*Financial Information*” on pages 32, 120, 237, and 190, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE TAX BENEFITS

Date: December 11, 2024

To,  
The Board of Directors  
M/s. NewGen IT Technologies Limited  
(Formerly M/s. VCARE InfoTech Solutions & Services Private Limited)  
Plot No. 5, 3rd Floor, Khasra No. 344,  
Sultanpur, Gadaipur, South West Delhi,  
New Delhi – 110030, India

**Sub: Proposed public issue (the “Issue”) of equity shares of Rs. 10 each (the “Equity Shares”) of NewGen IT Technologies Limited (Formerly VCARE InfoTech Solutions & Services Private Limited) (the “Company”)**

Dear Sir,

We report that the enclosed statement in Annexure-A states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2024 i.e. applicable for FY 2021-22, FY 2022-23 and FY 2023-24 and for the month ended June 30,2024, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the Limit of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to full fill.

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

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

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

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

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

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

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

Yours Sincerely,

**M/s Rajput Jain & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration No. – 015341C**  
**Sd/-**  
**Swatantra Kumar Singh**  
**Partner**  
**Membership No. – 506088**

**Place: New Delhi**

**Date: December 11, 2024**

**UDIN: 24506088BKCWSE3767**

## **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY ITS SHAREHOLDERS AND MATERIAL SUBSIDIARY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

### **COMPANY'S SHAREHOLDERS**

The information provided below sets out the possible special tax benefits available to the Company, its shareholders and material Subsidiary the of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current tax laws presently in force. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfil. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement. The statement below covers only relevant special direct and indirect tax law benefits and does not cover benefits under any other law.

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

### **STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARY AND TO THE SHAREHOLDERS OF THE COMPANY**

#### **Under the Income Tax Act, 1961 (the Act)**

#### **I. Special tax benefits availed by the Company**

- A. Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified deductions or set-off of losses, depreciation etc., and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The options needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

Further, if the conditions mentioned in section 115BAA are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised. The Company has represented to us that they have opted for section 115BAA of the Act for AY 2023- 24.

#### **Deductions in respect of Section 80G**

Section 80G of the Indian Income Tax Act allows a tax deduction for contribution to certain relief funds and charitable institutions. The following tax payers can claim a deduction under this section –

- Individuals
- Companies
- Firms
- Hindu Undivided Firm (HUF)

- Non-Resident Indian (NR)
- Any other person

Except Section 80G, Company has not claimed deduction under any other section for the last three financial years and for the period ended June 30, 2024.

## **II. Deductions available to the company but not availed from Gross Total Income**

### **Deduction in respect of employment of new employees – 80JJAA of the Act:**

Subject to the fulfilment of prescribed conditions, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

### **Deduction in respect of inter-corporate dividends – Section 80M of the Act:**

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax (“DDT”), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April 2020 is liable to tax in the hands of the shareholder, other than dividend on which tax under section 115-O has been paid. The Company is required to deduct Tax at Source 147 (“TDS”) at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a shareholder, which is a domestic company as defined in section 2(22A) of the Income Tax Act, 1961, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

## **III. Special direct tax benefits available to Shareholders.**

- A.** Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).

Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not, surcharge would be restricted to 15%, irrespective of the amount of dividend.

The maximum amount of surcharge that can be levied on the tax payable by an individual has been limited to 25% if you opt for the new tax regime.

Surcharge on long term capital gains(LTCG) on listed equity shares, units, etc., has been capped at 15%

- B.** As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 12.50% (without indexation) of



such capital gains subject to fulfilment of prescribed conditions under the Act. It is worthwhile to note that tax shall be levied where such capital gains exceed 1,25,000.

- C. Section 112 of the Act provides for taxation of long-term capital gains. In case of a domestic company/resident, amount of income-tax on long-term capital gains arising from the transfer of a capital asset shall be computed at the rate of 12.50%. In case of non-resident (not being a company) or a foreign company, the amount of income-tax on longterm capital gains arising from the transfer of a capital asset (being unlisted securities or shares of a company not being a company in which the public are substantially interested) shall be calculated at the rate of 12.50% without giving effect to the first and second proviso to section 48. Further, where the tax payable is payable in respect of any income arising from the transfer of a longterm capital asset, being listed securities (other than a unit) or zero coupon

bond, then such income will be subject to tax at the rate of 12.50% of the amount of capital gains before giving effect to the provisions of the second proviso to section 48.

- D. As per Section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% subject to fulfilment of prescribed conditions under the Act.

### **I. Special direct tax benefits available to Material Subsidiary**

There are no tax benefits available to Material Subsidiary since there is no material subsidiary incorporated.

Notes:

1. The benefits in I and II above are as per the current tax law as amended by the Finance Act, 2024.
2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.
3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.
4. If the Company opts for concessional income tax rate under section 115BAA of the Act, surcharge shall be levied at the rate of 10% irrespective of the amount of total income.
5. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of tax payers.
6. Further, it is also clarified in section 115JB (5A) that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such company will not be entitled to claim tax credit relating to MAT.

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 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 includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness, and underlying assumptions are not guaranteed, and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information.*

*Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Information” and related notes beginning on page 32 and 190 of this Draft Red Herring Prospectus.*

### GLOBAL OUTLOOK

#### **Global growth broadly unchanged amid persistent services inflation:**

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, signalling 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. 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.

## Overview of the World Economic Outlook Projections:

Particulars	2023	2024	2025
World Output	3.3	3.2	3.3
Advanced Economies	1.7	1.7	1.8
United States	2.5	2.6	1.9
Euro Area	0.5	0.9	1.5
Germany	-0.2	0.2	1.3
France	1.1	0.9	1.3
Italy	0.9	0.7	0.9
Spain	2.5	2.5	2.1
Japan	1.9	0.7	1.0
United Kingdom	0.1	0.7	1.5
Canada	1.2	1.3	2.4
Other Advanced Economies	1.8	2.0	2.2
Emerging Market and Developing Economies	4.4	4.3	4.3
Emerging and Developing Asia	5.7	5.4	5.1
China	5.2	5.0	4.5
India	8.2	7.0	6.5
Emerging and Developing Europe	3.2	3.2	2.6
Russia	3.6	3.2	1.5
Latin America and Caribbean	2.3	1.9	2.7
Brazil	2.9	2.1	2.4
Mexico	3.2	2.2	1.6
Middle East and Central Asia	2.0	2.4	4.0
Saudi Arabia	-0.8	1.7	4.7
Sub-Saharan Africa	3.4	3.7	4.1
Nigeria	2.9	3.1	3.0
South Africa	0.7	0.9	1.2
Emerging market and Middle-Income Economies	4.4	4.2	4.2
Low-Income Developing Countries	3.9	4.4	5.3

*\*\*For India, data and forecasts are presented on a fiscal year basis, with FY 2023/2024 (starting in April 2023) shown in the 2023 column. India's growth projections are 7.3 percent in 2024 and 6.5 percent in 2025 based on calendar year.*

### **Inflation Outlook: Global inflation will continue to decline:**

In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to pre pandemic levels for the median emerging market and developing economy.

### **Future-Proofing the Economy: -**

As output gaps start to close and inflation recedes, policymakers face two tasks: persevering with restoring price stability and addressing the legacies of recent crises, including replenishing lost buffers and durably uplifting growth. In the near term, this will require careful calibration and sequencing of the policy mix. In countries where upside risks to inflation—including those arising through external channels—have materialized, central banks should refrain from easing too early and remain open to further tightening should it become necessary. Where inflation

data encouragingly signal a durable return to price stability, monetary policy easing should proceed gradually, which would simultaneously provide room for the required fiscal consolidation to take place. Fiscal slippages over the past year in some countries could require a stance significantly tighter than envisaged. As the space for fiscal maneuver narrows, commitments to achieving fiscal consolidation targets should be earnestly adhered to, aided by sound fiscal frameworks and resource mobilization

In emerging markets and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework. To the extent possible, macroprudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt.

*Source - [World Economic Outlook Update, July 2024: The Global Economy in a Sticky Spot \(imf.org\)](#)*

## **INDIAN OUTLOOK**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

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

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### **Market Size:**

Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US\$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US\$ 491 million). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. 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. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the

country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

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 periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

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

### **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. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 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 15th July) 2024.

- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

### **Government Initiatives:**

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. 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. 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. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.
- 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.
- In order 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.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

### **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 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

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– [Indian Economy Growth Rate & Economic System Insights | IBEF](#)

## **GLOBAL INFORMATION TECHNOLOGY SECTOR OUTLOOK**

In 2024, spending on the information technology (IT) sector is forecast to rebound to 8%, up from 4% in 2023. Four major players dominate the cloud services segment: Amazon, Microsoft, Alibaba, and Google. No new entrant is expected to significantly disrupt the status of any of these tech giants in 2024, primarily due to the exorbitant cost of capital required to build the necessary cloud infrastructure. BRIC nations, continental Europe, Canada and Japan have IT spending of approximately US\$ 380-420 billion. Adoption of technology and outsourcing is expected to make Asia the second largest IT market by 2023.

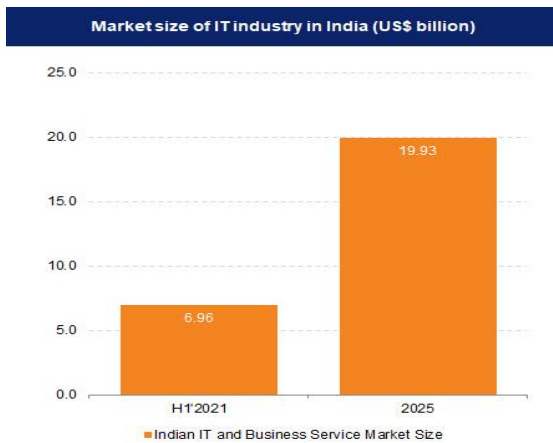
## **INFORMATION TECHNOLOGY INDUSTRY IN INDIA**

### **Introduction**

The IT sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.5% of India's GDP in FY23, and it is expected to contribute 10% to India's GDP by 2025. As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution. India is viewed by the rest of the world as having one of the largest Internet user bases and the cheapest Internet rates, with 76 crore citizens now having access to the Internet.

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

### **Market Size**



India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's GDP, and US\$ 500 billion by 2030. Exports from the Indian IT services industry stood at US\$ 199 billion in FY24. Over 81% revenue in IT sector comes from the export market.

This push towards cloud services has boosted hyper-scale data centre investments, with global investments estimated to exceed US\$ 200 billion annually by 2025.

The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year. India ranked third among global start-up ecosystems with more than 68,000 tech startups.

### Investments/Developments

Some of the major recent developments are:

- India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's GDP, and US\$ 500 billion by 2030.
- The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.
- India is expected to gain a significant share in the global market, with the country's investment expected to hit US\$ 5 billion annually by 2025.
- Computer software and hardware make up 15.16% of the cumulative FDI equity inflows.
- India's public cloud services market grew to US\$ 3.8 billion in 2023, expected to reach US\$ 17.8 billion by 2027.
- The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.
- India is one of the most preferred destinations when it comes to setting up Global Capability Centres (GCCs). Total number of GCCs in India are 1580+. The total installed GCC talent is 1.66 Mn+.
- Over 45 new data centres are expected to come up in India by 2025.
- BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.



- India's data centre market is expected to reach a value of US\$ 9.96 billion by 2028 from US\$ 5.42 billion in 2022, growing at a CAGR of 10.69%.

## Government Initiatives

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

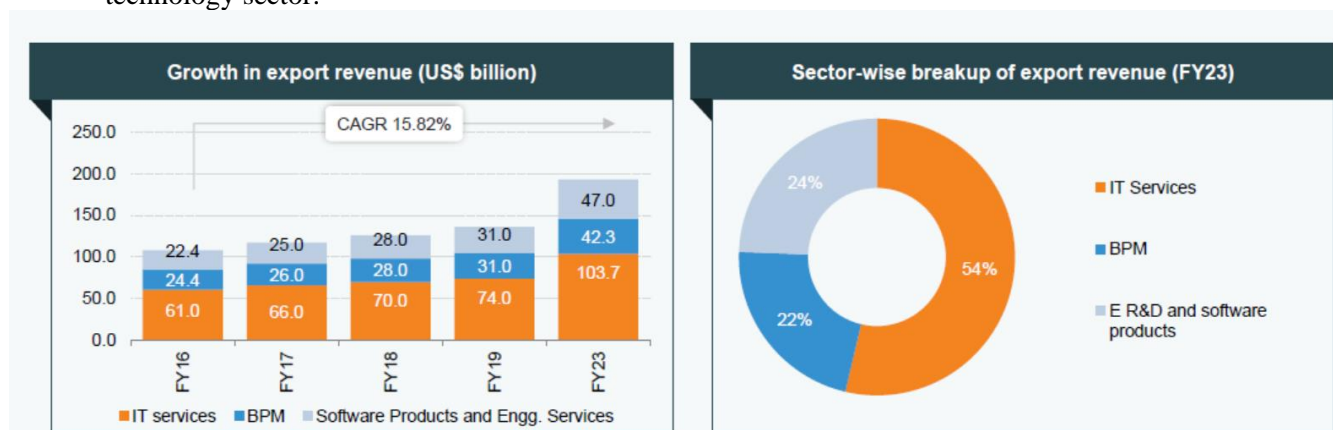
- The Union Budget 2024-25, presented by Finance Minister Nirmala Sitharaman on July 23, 2024, proposes an allocation of Rs. 1,16,342 crore (US\$ 13.98 billion) for IT and Telecom sectors.
- In March 2024, The Cabinet approved an allocation of over Rs. 10,300 crore (US\$ 1.2 billion) for the India AI Mission, marking a significant step towards bolstering India's AI ecosystem.
- The government prioritizes cybersecurity, hyper-scale computing, AI, and blockchain. With data costs at ₹ 10/GB (\$0.12/GB), India ranks among the world's cheapest.
- Cabinet approved PLI Scheme – 2.0 for IT Hardware with a budgetary outlay of Rs. 17,000 crore (US\$ 2.06 billion).
- Government of India launched India AI Mission in March 2024, with an initial outlay of Rs. 10,300 crore (US\$ 1.2 billion) to bolster India's AI ecosystem.
- The government introduced the STP Scheme, which is a 100% export oriented scheme for the development and export of computer software, including export of professional services using communication links or physical media.

## Road Ahead

- India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.
- The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year.
- India's public cloud services market grew to US\$3.8 billion in the first half of 2023, expected to reach US\$ 17.8 billion by 2027.
- By 2026, widespread cloud utilisation can add US\$ 380 billion to India's GDP.
- The demand for cloud technology professionals is expected to reach 2 million by 2025.
- The Cabinet approved an allocation of over US\$ 1.2 billion (Rs 10,300 crore) for the India AI Mission, marking a significant step towards bolstering India's AI ecosystem. This substantial financial infusion, slated over the next 5 years, is poised to catalyse various components of the India AI Mission, including pivotal initiatives like the India AI Compute Capacity, India AI Innovation Centre (IAIC), India AI Datasets Platform, India AI Application Development Initiative, India AI Future Skills, India AI Startup Financing, and Safe & Trusted AI. A cornerstone of this effort is the India AI Compute Capacity, envisioned to erect a cutting-edge, scalable AI computing infrastructure by deploying over 10,000 Graphics Processing Units (GPUs) through strategic public-private collaborations.
- The Union Budget 2024-25, presented by Finance Minister Nirmala Sitharaman on July 23, 2024, proposes an allocation of Rs. 1,16,342 crore (US\$ 13.98 billion) for IT and Telecom sectors.

## India's IT market size growing

- The IT industry added 2.90 lakh new employees in FY23, bringing the total employment in the sector to 54 lakh employees.
- India's technology industry is on track to increase the revenue to US\$ 500 billion by 2030.
- Direct employment in the IT services and BPO/ITeS segment is estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
- The IT-BPM services revenue reached US\$ 128.4 billion in FY23.
- In FY2023 the Indian domestic IT & Business Services market was valued at US\$ 53 billion as against US\$ 57 billion in FY2022.
- By 2025-26, India is expected to have 60–65 million jobs that require digital skills, according to a Ministry of Electronics & IT report titled "India's trillion-dollar digital opportunity"
- In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling in its competitive strength with zero government interference. He further added that service exports from India had the potential to reach US\$ 1 trillion by 2030.
- India's IT spending is anticipated to reach US\$ 124.6 billion in 2024, reflecting a 10.7% increase from 2023, according to Gartner
- India's public cloud services market grew to US\$ 3.8 billion in 1H2023, expected to reach US\$ 17.8 billion by 2027.
- India's digital economy is estimated to reach US\$ 1 trillion by 2025.
- Artificial Intelligence (AI) is expected to boost India's annual growth rate by 1.3% by 2035, according to NITI Aayog.
- The Karnataka government signed three MoUs worth US\$ 13.4 million to help the state's emerging technology sector.



- As an estimate, India's IT export revenue rose by 9% in constant currency terms to US\$ 194 billion in FY23.
- Export of IT services was the major contributor, accounting for more than 53% of total IT exports (including hardware).
- BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.
- According to STPI (Software Technology Park of India), software exports by the IT companies connected to it stood at Rs. 1.20 lakh crore (US\$ 16.29 billion) in the first quarter of FY22.
- In August 2021, the Minister of Electronics and Information Technology, Skill Development and Entrepreneurship, Mr. Rajeev Chandrasekhar, announced that the IT export target was set at US\$ 400 billion for March 2022. In addition, the central government was planning to focus on areas such as cybersecurity, hyper-scale computing, artificial intelligence and blockchain.

#### **IT services:**

- Estimated market size was US\$ 125 billion in 2023
- Over 81% revenue comes from the export market
- BFSI continues to be the key vertical for the IT sector
- IT services is estimated to account for about 51.2% of the IT & BPM market revenue in India in 2023.

#### **Software products and engineering services:**

- Estimated market size was US\$ 54 billion during 2023.
- Over 83.9% of revenue comes from export.
- It is estimated to have around 22.1% revenue share in the Indian IT space in 2023.

#### **Hardware:**

- Estimated market size was US\$ 18 billion in 2023.
- The domestic market accounts for a significant share.
- The share of hardware in the IT & BPM sector is estimated to be around 7.4% in 2023.

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

## OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 23 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 32 and 237 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, in this section, references to “Company, “Our Company”, “we” or “us” mean NewGen IT Technologies Limited*

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

### Overview

Our Company is engaged in the business of providing IT infrastructure solutions, Cyber Security and IT application services to meet the digital requirements of customers. We cater to Government as well as non-government organizations and our customers includes telecom, Tourism and Hospitality, Aviation, Judiciary (High Court), Insurance, Banking, Lab & Diagnostic chain, Business Processing Outsourcing, Education sector, Energy, Healthcare, space, oil and gas, pharma, Infrastructure, media and entertainment, Retailer, Manufacturing and security etc. We provide our IT infrastructure solutions and services to our domestic customers as well as we have an international presence also through export sales. Over the years, we provide tailored made solutions within our business verticals, as outlined below:

- **IT infrastructure Solutions:**

Our IT infrastructure solutions offering consist of providing physical hardware and software solutions that supports the operation and management of our customers. These solutions help businesses to deploy, manage, and optimize the hardware, software, networks, data centre design, build and managed including data protection that make up their technology backbone.

- **Cyber Security Services:**

Our comprehensive cyber security solutions are dedicated to safeguarding our clients’ digital assets and our offerings span from foundational protection to advanced threat detection and response. Our core services includes robust antivirus and anti-malware solutions to protect devices from malicious attacks, advanced firewall technologies and intrusion detection systems to secure network infrastructure, web application firewalls and secure web gateways to safeguard against web-based threats, in-depth security assessments to identify and mitigate vulnerabilities, providing guidance on security best practices, risk management, and compliance. We also help our clients in proactive monitoring, threat detection, and incident response to minimize downtime and data breaches.

- **IT application Services:**

We provide IT application solutions designed to empower businesses across industries such as Telecom, Service Sector, Aviation and Judiciary etc. Our comprehensive suite of services is tailored to meet the evolving needs of modern organizations, helping them optimize operations, enhance decision-making, and drive digital transformation that help clients to analyse the data on real-time basis. Our core services include gaining real-time

insights into business transactions and operations, enabling faster decision-making and improved responsiveness, automate routine tasks and workflows, increasing efficiency and reducing errors, effectively manage and analyze vast amounts of data to uncover valuable insights, leverage advanced analytics techniques to forecast future trends and make data-driven decisions, develop customized mobile apps to enhance customer engagement and streamline operations and utilize artificial intelligence to automate complex processes, improve accuracy, and gain a competitive edge.

We believe that maintaining a high standard of quality in our services and process quality is critical to our growth and success. To this effect, we have implemented quality systems to ensure the quality of our products and solutions offerings. We have received ISO 9001:2015 (Information Security Management System), ISO/IEC 27001:2022 (Information Technology Services Management) and ISO/IEC 20000-1:2018 (Information Security Management System) certifications.

Our Company was incorporated as “VCARE InfoTech Solutions & Services Private Limited” as a private limited company under the provisions of the Companies Act, 2013, pursuant to certificate of incorporation dated February 16, 2016, issued by Registrar of Companies, Delhi. The name of our Company was changed to ‘NewGen IT Technologies Private Limited’, and a fresh certificate of incorporation dated May 01, 2024, was issued by the Registrar of Companies, Central Processing Centre. Our Company was then converted into a public limited company under the Companies Act, 2013, and consequently, the name of our Company was changed to ‘NewGen IT Technologies Limited’, and a fresh certificate of incorporation dated July 10, 2024, was issued by the Registrar of Companies, Central Processing Centre.

The following table sets forth certain key financial and operational metrics for our Company as at/for the periods indicated:

(₹ in lakhs)

Particulars	For the period ended	For Fiscal Year		
	June 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Revenue from operations	703.44	9,293.37	5,529.58	2,403.01
Growth (%)	-	68.01%	130.11%	-
Total income	741.46	9,393.78	5,700.76	2,442.06
Growth (%)	-	64.78%	133.44%	-
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	204.52	1,204.36	719.81	216.90
EBITDA Margin (%)	29.07%	12.96%	13.02%	9.03%
Profit Before Tax (PBT)	170.50	1,112.34	683.20	197.85
PBT Margin (%)	24.24%	11.97%	12.36%	8.23%
Profit after Tax (PAT)	127.58	832.29	511.26	142.49
Growth (%)	-	62.79%	258.80%	-
PAT Margin (%)	18.17%	8.96%	9.25%	5.93%
Net Worth	1,762.53	1,634.95	802.65	291.40
EPS	0.87	5.70	3.50	0.98
Debt Equity Ratio	0.12	0.60	0.49	0.17

Our financial performance has steadily and consistently grown for the period ended June 30, 2024 and during the immediately preceding 3 financial years commensurate with our operational and business growth. Set out below is a break-up of our revenue from operations across our business segments:

(₹ in Lakhs)

Business Verticals	For the period ended		For the period ended					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount ₹ in lakhs)	% of our revenue of operation	Amount ₹ in lakhs)	% of our revenue of operation	Amount ₹ in lakhs)	% of our revenue of operation	Amount ₹ in lakhs)	% of our revenue of operation
IT Infrastructure Solutions	523.53	74.43	6,723.75	72.35	3,890.06	70.35	1,746.27	72.67
Cyber security Services	65.60	9.33	1,129.14	12.15	782.44	14.15	232.61	9.68
IT Application Services	114.30	16.24	1,440.47	15.50	857.08	15.50	424.13	17.65
<b>Total</b>	<b>703.43</b>	<b>100.00</b>	<b>9293.37</b>	<b>100.00</b>	<b>5,529.58</b>	<b>100.00</b>	<b>2,403.01</b>	<b>100.00</b>

### Geographical Presence:

Set out below is our domestic state-wise revenue for the period ended June 30, 2024, and during Fiscal 2024, Fiscal 2023, and Fiscal 2022:

(₹ in Lakhs)

State	For the period ended		For the fiscal year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation
Haryana	332.20	29.86	4719.21	42.32	3814.47	60.02	785.95	31.51
Maharashtra	260.40	23.41	656.08	5.88	465.42	7.32	309.56	12.41
Uttar Pradesh	22.65	2.04	335.79	3.01	338.94	5.33	335.38	13.45
Delhi	9.69	0.87	1243.21	11.15	1244.43	19.58	604.30	24.23
Rajasthan	-	-	1958.27	17.56	72.01	1.13	109.22	4.38
Karnataka	106.01	9.53	528.14	4.74	76.98	1.21	119.49	4.79
Gujarat	-	-	-	-	19.03	0.30	2.32	0.09
Tamil Nadu	-	-	64.84	0.58	127.39	2	24.62	0.99
Other states*	-	-	124.98	1.12	119.90	1.88	75.75	3.04
<b>Total</b>	<b>730.94</b>	<b>65.71</b>	<b>9630.53</b>	<b>86.36</b>	<b>6278.59</b>	<b>98.80</b>	<b>2366.58</b>	<b>94.88</b>

\*Other states includes Telangana, Punjab, Himachal Pradesh, Goa, Madhya Pradesh, West Bengal, Uttarakhand, Andhra Pradesh, Chhattisgarh, Jammu & Kashmir, Kerala, Bihar and Odisha.

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.

In addition to our domestic operations, we have an international presence, tabulated as below:

(₹ in Lakhs)

Area	For the period ended		For the fiscal year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation
Sri Lanka	215.88	19.41	-	-	-	-	-	-
UAE	165.53	14.88	70.56	0.63	8.00	0.13	2.15	0.09
Africa	-	-	1073.17	9.62	-	-	7.78	0.31
Singapore	-	-	176.25	1.58	40.00	0.63	51.01	2.04
Germany	-	-	9.83	0.09	-	-	-	-
USA	-	-	191.01	1.71	12.39	0.19	28.89	1.16
Hong Kong	-	-	-	-	16.00	0.25	37.98	1.52
<b>Total</b>	<b>381.41</b>	<b>34.29</b>	<b>1,520.82</b>	<b>13.64</b>	<b>76.39</b>	<b>1.20</b>	<b>127.82</b>	<b>5.12</b>

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.

### Our Products and Solutions portfolio:

Our offerings are broadly categorised: (i) IT Infrastructure Solutions, (ii) Cyber security Services and (iii) IT Application Services. As of June 30, 2024, we had a diverse customer base of customers across government and non-government organisations across diverse end-use industries such as telecom, Service sector, Aviation, Judiciary, Insurance, Banking, Lab & Diagnostic centre, Business Processing Outsourcing, Education sector. Set out below are the industry-wise break up for the period ended June 30, 2024 and for the Financial Year ended March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in Lakhs)

Customers Industries	For the period ended	
	June 30, 2024	
	Revenue from Operations	% of our revenue of operation
Telecom	497.48	44.72
Tourism and Hospitality	215.88	19.41
Wholesaler	165.53	14.88
Aviation	106.01	9.53
Insurance	48.20	4.33
Education	32.50	2.92
Manufacturing	17.28	1.55
Agriculture	13.99	1.26
Judiciary (High court)	9.06	0.81
Energy	5.12	0.46
Projects and Consultancy	0.85	0.08
IT	0.24	0.02
Infrastructure	0.20	0.02
<b>Total</b>	<b>1,112.35</b>	<b>100.00</b>

(₹ in Lakhs)

Customers Industries	For the period ended	
	March 31, 2024	
	Revenue from Operations	% of our revenue of operation
Telecom	5707.38	51.18
Judiciary (High court)	2764.97	24.79
Aviation	539.73	4.84
IT	461.26	4.14
Banking	271.85	2.44
Education	209.71	1.88
Insurance	202.11	1.81
Retailer	193.10	1.73
Manufacturing	166.55	1.49
Lab & Diagnostic	125.53	1.13
Energy	98.82	0.89
Healthcare	61.38	0.55
Department of Post	58.20	0.52
Space	50.54	0.45
BPO	41.61	0.37
Oil and Gas	39.95	0.36
Pharma	37.93	0.34
Police	32.66	0.29
Infrastructure	26.06	0.23
Meterology	24.40	0.22
Utility	14.41	0.13
Naval	9.07	0.08
Media and Entertainment	6.53	0.06
Consultancy	5.97	0.05
Projects and Consultancy	0.85	0.01
Agriculture	0.62	0.01
Travel	0.11	0.00
Mining	0.07	0.00
<b>Total</b>	<b>11,151.35</b>	<b>100.00</b>

(₹ in Lakhs)

Customers Industries	For the period ended	
	March 31, 2023	
	Revenue from Operations	% of our revenue of operation
Telecom	2018.17	31.76
Banking	1292.29	20.34
Judiciary (High court)	979.29	15.41
IT	532.12	8.37
Lab & Diagnostic	487.68	7.67
Insurance	226.28	3.56
BPO	165.12	2.60
Manufacturing	155.15	2.44
Utility	113.11	1.78
Energy	89.85	1.41



Customers Industries	For the period ended	
	March 31, 2023	
	Revenue from Operations	% of our revenue of operation
Healthcare	63.93	1.01
Transport	58.92	0.93
Education	52.91	0.83
Infrastructure	33.42	0.53
Security	21.69	0.34
Consultant	15.08	0.24
Automobile	13.55	0.21
Projects and Consultancy	10.62	0.17
Ministry	10.07	0.16
Agriculture	9.99	0.16
Cement	3.94	0.06
Retailer	1.11	0.02
Pharma	0.48	0.01
Logistics	0.21	0.00
<b>Total</b>	<b>6354.98</b>	<b>100.00</b>

(₹ in Lakhs)

Customers Industries	For the period ended	
	March 31, 2022	
	Revenue from Operations	% of our revenue of operation
Insurance	495.05	19.85
Telecom	334.90	13.43
Banking	330.43	13.25
IT	256.37	10.28
BPO	187.86	7.53
Consultant	180.56	7.24
Education	158.74	6.36
Aviation	130.22	5.22
Retailer	111.79	4.48
Automobile	101.50	4.07
Infrastructure	88.04	3.53
Energy	48.63	1.95
Healthcare	23.04	0.92
Lab & Diagnostic	22.79	0.91
Utility	20.19	0.81
Agriculture	3.73	0.15
Security	0.59	0.02
<b>Total</b>	<b>2494.40</b>	<b>100</b>

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.

Below are company offerings:

IT Infrastructure Solutions	Cyber security Services	IT Application Services
<ul style="list-style-type: none"> <li>• Server</li> <li>• Storage</li> <li>• Firewalls</li> <li>• Routers</li> <li>• Laptop</li> <li>• CCTV</li> <li>• Local Area Network (LAN)</li> <li>• Wide Area Network (WAN) Infrastructure</li> <li>• End- User Computing (EUC) devices</li> <li>• Workstation</li> <li>• Virtual Private Cloud (VPC)</li> <li>• AV Conferencing Solutions</li> <li>• Infrastructure as a Service (IaaS)</li> </ul>	<ul style="list-style-type: none"> <li>• Deep Security</li> <li>• Data Encryption</li> <li>• Endpoint Security</li> <li>• Data Leakage Prevention</li> <li>• Threat Intelligence Reporting</li> <li>• Mobile Device Management</li> <li>• Advanced Persistent Threat</li> <li>• Cyber Security Managed Services Multi Factor Authentication (MFA)</li> <li>• Vulnerability Assessment and Penetration Testing</li> <li>• Unified Threat Management</li> <li>• Enhanced QR code</li> <li>• Data protection and management</li> <li>• Surveillance solution</li> </ul>	<ul style="list-style-type: none"> <li>• Data streaming on a real time basis</li> <li>• Tools and Automation Solutions</li> <li>• Automate Incident Management</li> <li>• IT Security and Risk Management</li> <li>• License Management and Consulting Services</li> <li>• Asset Tracking and Asset Management</li> <li>• Cloud and data management services including Platform as a Service (PaaS) and Software as a Service (SaaS) Solutions</li> </ul>

**IT Infrastructure Solutions:**

**Our products and services offering in IT Infrastructure solutions comprises of:**

- i. Our company specializes in delivering end-to-end IT infrastructure solutions including data centre design, build and manage. We cater to a wide range of needs, from setting up basic IT infrastructure with laptops and CCTV systems to complex network architectures involving LAN, WAN, and cloud-based solutions. Our expertise extends to EUC device setup, workstation and server configurations, storage systems, network security with routers and firewalls, and advanced cloud solutions like VPC. We also provide cutting-edge AV conferencing solutions to facilitate seamless virtual collaboration.

Data center design, build, and management encompass the entire lifecycle of a data center, from initial planning to ongoing operation:

1. **Design:** This phase involves planning the physical and technological layout of the data center, including server racks, cooling systems, power supply, and network infrastructure. It also includes designing for scalability, redundancy, and high availability, ensuring that the data center can handle growing data demands and remain operational even in case of failures.
2. **Build:** During the build phase, construction and installation take place. This includes the physical infrastructure (building, electrical systems, cooling, fire suppression, security) and IT infrastructure (servers, storage devices, networking equipment, firewall etc.). This phase also ensures compliance with industry standards and regulations, such as those for security, power efficiency, and environmental impact.
3. **Management:** After the data center is operational, it requires continuous management. This includes monitoring the performance of servers and equipment, ensuring data security, managing power consumption, and optimizing cooling. Effective management also involves disaster recovery planning, regular maintenance, and software updates. Additionally, security protocols are implemented to prevent unauthorized access, both physically and digitally.

These three stages ensure that the data center operates efficiently, remains secure, and can scale to meet future needs.

- ii. Our AV conferencing solutions empower businesses to connect and collaborate effortlessly. By integrating state-of-the-art audio, video, and streaming technologies, we create immersive virtual meeting experiences. Whether you're hosting a small team meeting or a large-scale event, our solutions ensure seamless communication and collaboration, regardless of participants' physical locations.
- iii. Our IaaS solutions provide the flexibility and scalability you need to optimize your IT infrastructure. By leveraging virtualized computing resources, including servers, storage, and networking, we deliver reliable and cost-effective solutions. Our Device as a Service (DaaS) offering takes this a step further by providing comprehensive device management and maintenance services, freeing you from the complexities of hardware upkeep.

### **Cyber security Services:**

Cybersecurity is the practice of protecting systems, networks, and data from digital attacks, unauthorized access, theft, damage, or disruption. It involves a variety of technologies, processes, and best practices designed to safeguard computers, networks, software, and sensitive information from malicious actors such as hackers, cybercriminals, or state-sponsored attackers. Cybersecurity is critical for individuals, businesses, and governments to ensure the confidentiality, integrity, and availability of data and resources.

#### **Types of Cyber security Services:**

**Deep Security:** a comprehensive cybersecurity platform designed to protect physical, virtual, and cloud environments. It offers real-time threat prevention, detection, and response, ensuring endpoint security, compliance, and data protection.

**Data encryption:** the process of converting data into a coded format to prevent unauthorized access. It uses algorithms to transform readable information into an unreadable format, which can only be decrypted with a specific key or password.

**Endpoint Security (EPS):** protects devices like laptops, smartphones, and IoT devices from cyber threats by securing them through measures such as antivirus software, firewalls, and encryption. It ensures that endpoints, as entry points to an organization's network, remain secure from malicious activity.

**Data Leakage Prevention (DLP):** Prevent unauthorized disclosure of sensitive data and ensure compliance with regulatory requirements using our DLP solutions.

**Threat Intelligence Reporting:** Stay ahead of emerging threats with real-time threat intelligence reporting, enabling proactive threat mitigation strategies.

**Mobile Device Management (MDM):** Securely manage and monitor mobile devices accessing your corporate network, ensuring data privacy and compliance.

**Advanced Persistent Threat (APT)** refers to a prolonged and targeted cyberattack in which an attacker gains unauthorized access to a network and remains undetected for an extended period. APTs are often carried out by skilled and well-funded adversaries, such as nation-states or organized cybercriminal groups, with the goal of stealing sensitive data, espionage, or causing disruption without being detected.

**Managed Services in Cybersecurity:** Managed IT services, also known as outsourced IT, involve third-party providers delivering infrastructure, technical support, and IT services to organizations. These providers are commonly referred to as Managed Service Providers (MSPs). The range of services offered by MSPs can vary significantly, encompassing areas such as cybersecurity, data backup and recovery, and more. Organizations often seek outsourced IT support when they lack IT expertise and unable to hire and manage an in-house IT or when they prefer to leverage the specialized expertise that MSPs offer.

**Multi Factor Authentication (MFA)** is a security mechanism that requires users to provide multiple forms of verification before they can access a system, account, or resource. The goal is to add extra layers of protection beyond just using a password, reducing the risk of unauthorized access due to compromised credentials. MFA ensures that even if one authentication factor (like a password) is compromised, other factors provide an additional safeguard.

**Vulnerability Assessment and Penetration Testing (VAPT)** refers to a comprehensive approach used to identify, evaluate, and mitigate security vulnerabilities in an organization's IT infrastructure, applications, and networks. The Vulnerability Assessment focuses on identifying security vulnerabilities, such as misconfigurations, outdated software, or missing patches, within a system or network and the Penetration Testing involves simulating cyberattacks to actively exploit identified vulnerabilities.

**Unified Threat Management (UTM):** Protect your network from a wide range of threats with our UTM solutions, including firewall, intrusion detection, and antivirus capabilities.

**Enhanced QR code:** QR (Quick Response) code that includes additional features or capabilities beyond standard QR codes. These enhancements may involve higher data capacity, support for multimedia content (like images or videos), improved security features (such as encryption or authentication), or the ability to link to more complex systems (e.g., payment processing, mobile apps). Enhanced QR codes are typically used for more interactive or secure applications.

**Data protection and management:** Strategies and tools to secure sensitive information from unauthorized access, corruption, or loss. It includes practices like encryption, backups, access control, and data classification to ensure confidentiality, integrity, and availability. Proper data management also ensures efficient storage, retrieval, and compliance with regulations.

**Surveillance solution:** A system designed to monitor and record activities in a specific area to ensure security and safety. It typically includes cameras, sensors, software for data analysis, and storage systems, often integrated with real-time alerts for threat detection.

### **IT Application Services:**

IT Application Services encompass a range of solutions designed to enhance business efficiency and streamline operations. These include Tools and Automation Solutions that automate key functions such as Incident Management, IT Security and Risk Management, and License Management. Additionally, the services cover Consulting for optimized system usage, along with Asset Tracking and Asset Management to ensure the proper management and visibility of organizational resources.

#### **Our IT Application solution service includes:**

**Tools and Automation Solutions:** software applications and technologies designed to optimize workflows across different functions, including IT operations, testing, and security management.

**Automate Incident Management:** This automation enhances response times, improves communication, and ensures consistent resolution practices, ultimately minimizing downtime and improving service quality.

**IT Security and Risk Management:** refers to the processes and strategies used to protect an organization's information technology assets from threats while managing and mitigating risks associated with those assets.

**License Management and Consulting Services:** compliance with licensing agreements, managing software assets, and providing strategic consulting to help businesses effectively utilize their software investments.

**Asset Tracking and Asset Management:** involve monitoring and managing an organization’s physical and digital assets throughout their lifecycle. This includes maintaining accurate records of asset location, status, and usage, as well as optimizing asset performance and ensuring efficient resource allocation to enhance overall operational efficiency.

**Cloud and Data Management** are critical components of modern IT infrastructure, offering scalable solutions for storing, processing, and managing data. These services enable businesses to leverage advanced technologies and optimize their IT operations with greater flexibility and efficiency.

- **Data Storage and Management:** Solutions for securely storing data, including databases, data lakes, and data warehouses.
- **Data Integration:** Tools and processes for combining data from various sources to provide a unified view.
- **Data Security:** Measures to protect data from unauthorized access, breaches, and other security threats, including encryption and access controls.
- **Data Backup and Recovery:** Procedures for creating copies of data and restoring it in case of loss or corruption
- **Platform as a Service (PaaS):** Offers a platform allowing customers to develop, run, and manage applications without dealing with the underlying infrastructure.
- **Software as a Service (SaaS):** Delivers software applications over the internet, on a subscription basis, accessible from various devices.

### **Software Development Service:**

In addition to our expertise in IT infrastructure solutions, cybersecurity services, and IT application services, we have now expanded into offering in-house software development services for our clients. By developing our own solutions, we aim to deliver quicker responses to client needs, boosting customer satisfaction and fostering long-term partnerships.

Our software development team currently consists of three members with diverse roles, including Project Managers, Software Developers (focused on front-end, back-end, or full-stack development), UX/UI Designers, Quality Assurance (QA) Engineers, and Data Scientists. Developers turn project requirements into reliable, scalable software, while Designers ensure an intuitive user experience. QA Engineers uphold the highest quality standards, and Data Scientists leverage data analysis and artificial intelligence to enhance the outcomes of each project.

### **Business Strengths:**

#### ***Diverse Customer base across multiple Industries***

We started our business operation in 2016 and we believe have built a reputation in across India by providing quality IT Infrastructure Solutions and Services. One key factor in our steady growth has been our ability to customize our solutions and services to meet the unique needs of our customers. Over time, we have developed deep expertise in implementing the high-end IT Infrastructure Solutions and Services to our customers that enable them to manage their entire IT environment seamlessly.

We serve a wide range of customers across different industries. As of June 30, 2024, our diverse customer base includes both public and private sector companies from industries like telecom, Service sector, Aviation, Judiciary (High Court), Insurance, Banking, Lab & Diagnostic chain, Business Processing Outsourcing, Education sector.

Set out below is the breakup of our revenue from operations from the various Industries that we catered during period ended June 30, 2024, and Fiscal 2024, Fiscal 2023, and Fiscal 2022:

*(₹ in Lakhs)*

Customers Industries	For the period ended	
	June 30, 2024	
	Revenue from Operations	% of our revenue of operation
Telecom	497.48	44.72
Tourism and Hospitality	215.88	19.41
Wholesaler	165.53	14.88
Aviation	106.01	9.53
Insurance	48.20	4.33
Education	32.50	2.92
Manufacturing	17.28	1.55
Agriculture	13.99	1.26
Judiciary (High Court)	9.06	0.81
Energy	5.12	0.46
Projects and Consultancy	0.85	0.08
IT	0.24	0.02
Infrastructure	0.20	0.02
<b>Total</b>	<b>1,112.35</b>	<b>100.00</b>

(₹ in Lakhs)

Customers Industries	For the period ended	
	March 31, 2024	
	Revenue from Operations	% of our revenue of operation
Telecom	5707.38	51.18
Judiciary	2764.97	24.79
Aviation	539.73	4.84
IT	461.26	4.14
Banking	271.85	2.44
Education	209.71	1.88
Insurance	202.11	1.81
Retailer	193.10	1.73
Manufacturing	166.55	1.49
Lab & Diagnostic	125.53	1.13
Energy	98.82	0.89
Healthcare	61.38	0.55
Department of Post	58.20	0.52
Space	50.54	0.45
BPO	41.61	0.37
Oil and Gas	39.95	0.36
Pharma	37.93	0.34
Police	32.66	0.29
Infrastructure	26.06	0.23
Meterology	24.40	0.22
Utility	14.41	0.13
Naval	9.07	0.08
Media and Entertainment	6.53	0.06
Consultancy	5.97	0.05
Projects and Consultancy	0.85	0.01

Customers Industries	For the period ended	
	March 31, 2024	
	Revenue from Operations	% of our revenue of operation
Agriculture	0.62	0.01
Travel	0.11	0.00
Mining	0.07	0.00
<b>Total</b>	<b>11,151.35</b>	<b>100.00</b>

(₹ in Lakhs)

Customers Industries	For the period ended	
	March 31, 2023	
	Revenue from Operations	% of our revenue of operation
Telecom	1959.17	30.83
Banking	1292.29	20.34
Judiciary (High Court)	979.29	15.41
IT	503.73	7.93
Lab & Diagnostic chain	487.68	7.67
Insurance	226.28	3.56
BPO	165.12	2.60
Manufacturing	155.15	2.44
Utility	113.11	1.78
Energy	89.85	1.41
Healthcare	63.93	1.01
IT & Telecom	59.00	0.93
Transport	58.92	0.93
Education	52.91	0.83
Infrastructure	33.42	0.53
Service Sector	28.39	0.45
Security	21.69	0.34
Consultant	15.08	0.24
Automobile	13.55	0.21
Projects and Consultancy	10.62	0.17
Ministry	10.07	0.16
Agriculture	9.99	0.16
Cement	3.94	0.06
Retailer	1.11	0.02
Pharma	0.48	0.01
Logistics	0.21	0.00
<b>Total</b>	<b>6354.98</b>	<b>100.00</b>

(₹ in Lakhs)

Customers Industries	For the period ended	
	March 31, 2022	
	Revenue from Operations	% of our revenue of operation
Insurance	495.05	19.85
Telecom	334.90	13.43
Banking	330.43	13.25

Customers Industries	For the period ended	
	March 31, 2022	
	Revenue from Operations	% of our revenue of operation
IT	256.37	10.28
BPO	187.86	7.53
Consultant	180.56	7.24
Education	158.74	6.36
Aviation	130.22	5.22
Retailer	111.79	4.48
Automobile	101.50	4.07
Infrastructure	88.04	3.53
Energy	48.63	1.95
Healthcare	23.04	0.92
Lab & Diagnostic	22.79	0.91
Utility	20.19	0.81
Agriculture	3.73	0.15
Security	0.59	0.02
<b>Total</b>	<b>2494.40</b>	<b>100.00</b>

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.

Our order book details as on December 15, 2024, follows:

Customer Industries	Order Book as on December 15, 2024 (₹ in Lakhs)
Telecom	5,653.89
Information Technology	448.71
Judiciary	408.62
Education	37.88
Financial	3.75
Consultancy	7.67
Pharma	2.06
Healthcare	0.85
Defence	0.59
<b>Total</b>	<b>6,564.02</b>

We have established a strong relationship with our customers. Our top 10 customers have consistently contributed a significant part of our revenue from operations and for the period ended June 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, revenue from our top 10 customers aggregated ₹ 1,082.88 Lakhs, ₹ 9,421.92 Lakhs, ₹ 5,341.50 Lakhs and ₹1,830.45 Lakhs constituting 97.35%, 84.49%, 84.05% and 73.38%, respectively, of our revenue from operations. Set out below is a break-up of the revenue generated from our top 10 customers in the aforementioned periods:

(₹ in Lakhs)



Customers	For period ended		For Fiscal Year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation
Customer 1	234.36	21.07	4062.96	36.43	1743.12	27.43	495.05	19.85
Customer 2	219.92	19.77	1867.97	16.75	1237.39	19.47	264.88	10.62
Customer 3	215.88	19.41	1073.17	9.62	979.29	15.41	258.53	10.36
Customer 4	165.53	14.88	777.90	6.98	226.28	3.56	161.81	6.49
Customer 5	106.01	9.53	516.98	4.64	185.11	2.91	161.59	6.48
Customer 6	48.20	4.33	419.63	3.76	165.12	2.60	119.18	4.78
Customer 7	32.50	2.92	202.11	1.81	487.38	7.67	110.39	4.43
Customer 8	26.49	2.38	179.32	1.61	117.39	1.85	102.89	4.12
Customer 9	17.28	1.55	176.25	1.58	112.92	1.78	84.96	3.41
Customer 10	16.71	1.50	145.64	1.31	87.50	1.38	71.17	2.85
<b>Total</b>	<b>1,082.88</b>	<b>97.35</b>	<b>9,421.92</b>	<b>84.49</b>	<b>5,341.50</b>	<b>84.05</b>	<b>1,830.45</b>	<b>73.38</b>

Note- The bifurcation provided is on a gross basis and sales returns have not been factored into the calculation, and the figures represent the original sales values before any reductions.

We believe that the consistency of our relationship with our customers and the increasing revenues generated from our top 10 customers demonstrates the quality of our products and services and the confidence reposed in us by our customers.

The following table summarizes the revenue contribution from our customers with longstanding relationships for the Period ended June 30, 2024, and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021:

Customers	For period ended		For Fiscal Year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation	Revenue from Operations	% of our revenue of operation
Customers	283.42	40.23	4,338.78	46.69	3,231.21	58.44	933.99	38.87

### Track record of financial performance

We have demonstrated a consistent growth in our financial performance commensurate with the broadening of our product range and increase in our customer base.

Our revenue from operations grew at a CAGR of 96.66% between Fiscal 2022 and Fiscal 2024. Our revenue from operations during Fiscal 2024, Fiscal 2023 and Fiscal 2022, was ₹ 9,293.37 Lakhs, ₹ 5529.58 Lakhs, and ₹ 2403.01 Lakhs, respectively. Our profit after tax for Fiscal 2024, Fiscal 2023 and Fiscal 2022, was 832.29 Lakhs, ₹ 511.26 Lakhs and ₹ 142.49 Lakhs, respectively. Set out below are a few key financial metrics that we use to analyse and evaluate our business operations.

Set out below are some of our key financial and operational metrics which we use to analyse our business:

(₹ in lakhs)

Particulars	For the period ended	For Fiscal Year		
	June 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Revenue from operations	703.44	9,293.37	5,529.58	2,403.01
Growth (%)	-	68.01%	130.11%	-
Total income	741.46	9,393.78	5,700.75	2,442.06
Growth (%)	-	64.78%	133.44%	-
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	204.52	1,204.36	719.81	216.90
EBITDA Margin (%)	29.07%	12.96%	13.02%	9.03%
Profit Before Tax (PBT)	170.50	1,112.34	683.20	197.85
PBT Margin (%)	24.24%	11.97%	12.36%	8.23%
Profit after Tax (PAT)	127.58	832.29	511.26	142.49
Growth (%)	-	62.79%	258.80%	-
PAT Margin (%)	18.17%	8.96%	9.25%	5.93%
Net Worth	1,762.53	1,634.95	802.65	291.40
EPS	0.87	5.70	3.50	0.98
Debt Equity Ratio	0.12	0.60	0.49	0.17

### ***Wide ranging and diversified IT Infrastructure solutions and offerings***

We offer a wide ranging and diversified bouquet of product and service offerings and classify our business into 3 verticals viz., IT Infrastructure solutions, Cyber security services and IT Application Services.

Our products and services offering in IT Infrastructure solution comprises Local Area Network (LAN) & Wide Area Network (WAN) Infrastructure and End-User Computing etc. While the IT Infrastructure segment is the business segment with the longest operational track record and, in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, our largest revenue generating segment, we have broad-based our offerings significantly even within this segment. In Fiscal Year 2024, Fiscal Year 2023, and Fiscal Year 2022, this segment contributed 72.35% of total revenue, reflecting a CAGR of 96.22% from Fiscal Year 2022 to Fiscal Year 2024. This growth was fuelled by the increasing demand for cloud migration, data center modernization, and scalable network infrastructure solutions. The revenue from IT Infrastructure Solutions grew by 72.84% year-over-year, with total annual revenue of ₹ 6,723.75 Lakhs in Fiscal Year 2024.

Our Cybersecurity Services includes Endpoint Security, Data Leakage Prevention, Threat Intelligence Reporting, Mobile Device Management, Advanced Persistent Threat and Cyber Security Managed Services Multi Factor Authentication (MFA) etc. In Fiscal Year 2024, revenue from Cybersecurity Services increased by 44.31% year-over-year, contributing ₹ 1,129.14 lakhs in total revenue.

Our IT application Services includes Data streaming on a real time basis, Tools and Automation Solutions, Automate Incident Management, IT Security and Risk Management, License Management and Consulting Services, Asset Tracking and Asset Management, Cloud and data management services include PaaS and SaaS Solutions. The IT Application Services vertical has seen growth, with a CAGR of 84.29% from Fiscal Year 2022 to Fiscal Year 2024.

Our growth in all segments is demonstrated by a CAGR 96.66% between Fiscal 2022 and Fiscal 2024

### ***End to end solution***

Our company provides comprehensive end-to-end IT solutions to clients for IT infrastructure products and services, Cyber Security Services and IT application solution. We specialize in designing, deploying, and managing robust IT systems tailored to your business needs. Our expertise spans hardware, software, network infrastructure, and enterprise-level cloud solutions, ensuring seamless integration and performance optimization. We offer scalable cloud storage, data backup, disaster recovery, and security services, enabling businesses to harness the full potential of their data with confidence. From initial consultation to ongoing support, we deliver reliable, efficient, and future-ready IT solutions.



**Business Strategy:**

***Venturing into manufacturing under Atmanirbhar Bharat Abhiyaan***

With an intent to contribute to India's growth story, we are establishing a manufacturing facility under the Atmanirbhar Bharat Abhiyaan. This initiative aligns with the government's vision of self-reliance and aims to contribute to the nation's economic development.

By setting up a manufacturing facility in India, our Company will not only generate employment opportunities for local communities but also stimulate domestic manufacturing. This will help reduce reliance on imports, strengthen the supply chain, and promote the 'Make in India' initiative. Additionally, the company's products, manufactured locally, will contribute to the 'Vocal for Local' movement, empowering Indian businesses and consumers.

This strategic move will also bring significant benefits to our Company. By establishing a local manufacturing base, the company can optimize production costs, improve supply chain efficiency, and reduce lead times. Moreover, it will enhance brand reputation and customer loyalty by demonstrating a commitment to supporting local communities and the nation's economic growth.

Under this venture, we have been allotted an Industrial plot in Integrated Industrial Estate (IIE), Pantnagar, Uttarakhand, measuring approximately 1,461.61 Sq.mt to manufacture IT products such as laptops, tablets, servers, switches, and other IT peripherals, with the aim of strengthening the country's domestic production capabilities. This project will be implemented in phases and is designed to contribute to national objectives of reducing import dependency, fostering indigenous manufacturing, and creating employment opportunities.

Uttarakhand's strategic location offers several distinct advantages for this venture. Its proximity to key markets in North India ensures efficient distribution channels, while the region's strong road and rail connectivity facilitates the smooth transport of both raw materials and finished products. Additionally, Uttarakhand benefits from a readily available workforce of skilled and semi-skilled labor. The state also offers attractive incentives for industrial projects, including land acquisition support, tax exemptions, and infrastructure subsidies, which will further enhance the viability and growth of the manufacturing unit.

### ***Expand our business and geographical footprint***

We aim to pursue growth strategies to expand our market share across key geographies. We also aim to expand our offerings and solutions. As of June 30, 2024, we operated in more than 7 countries and believe that we have a significant opportunity to grow our international footprint. We are investing in direct and indirect sales channels, professional services and customer support to expand our geographical footprint.

With respect to our geographic operations, India, Sri Lanka and UAE have traditionally been the largest contributors to our revenues, contributing 65.71%, 19.41% and 14.88%, respectively of our revenue from operations as of June 30, 2024. We have a regional go-to-market strategy with specific strategies for mature markets such as Africa, UAE and developing markets such as India and Germany.

We plan to grow through our differentiated ‘land and expand’ model which is a business strategy that involves acquiring new customers and then gradually increasing the value of the relationship over time. Our customers receive the complete set of modules and functionality of our platform with their initial purchase/ subscription, which facilitates the seamless creation of new applications. Many of our customers begin by building a single application and eventually grow to build dozens of applications on our platform due to an effective reduction in the per-user cost of each application and to save substantial costs of switching over to a new platform. Generally, the development of new applications results in the expansion of our user base within an organisation and a corresponding increase in our revenues from the same customer based on our license fees/ subscription charges model on a per-user basis. Every additional application that an organisation creates on our platform increases the value of our platform for that organisation because it further integrates people, processes and data across the organisation and facilitates knowledge sharing.

As of October 31, 2024, we had over 60 active customers (invoiced in the last 12 months) in a wide variety of verticals, including Telecom, Judiciary etc. We believe that the market for our software development platform is in its early stages and that we have a significant opportunity to add additional large enterprise, PSUs and government customers. We plan to develop new customer relationships by identifying potential customers that operate within the same verticals and engage in cross-selling of our solutions. For these new customers, we seek to provide value-added solutions by leveraging our in-depth industry expertise and then expanding the breadth of services offered to them beyond those in the initial engagement. We aim to also begin developing new verticals such as telecommunications, retail, manufacturing and education in developing markets.

We will continue to improve our business generation capabilities and focus on enhancing our company’s global delivery model with onshore centres in proximity to our large customers and offshore centres at strategic locations. By securing and managing new, large and long-term customer engagements, we believe that we will diversify our customer base and generate opportunities to explore further alliances within our verticals.

### ***Appoint new employees and investing in the growth of our existing employees***

As part of our strategic focus on in-house product development for IT infrastructure solutions and products, we recognize the importance of cultivating a highly skilled and dynamic workforce. To support this initiative, we are actively recruiting new employees with expertise in IT hardware, software development, and product innovation. These new hires will bring fresh perspectives and technical acumen that are essential for the design, development, and delivery of our proprietary products, including laptops, servers, and other IT hardware solutions.

Alongside recruiting new talent, we are equally committed to the professional development of our existing employees. Through comprehensive training programs, we aim to enhance their knowledge and skills, ensuring they remain at the forefront of technological advancements and industry practices. This dual approach of attracting new talent and fostering the growth of our current team is key to driving our innovation strategy and ensuring the successful execution of our in-house product development objectives.

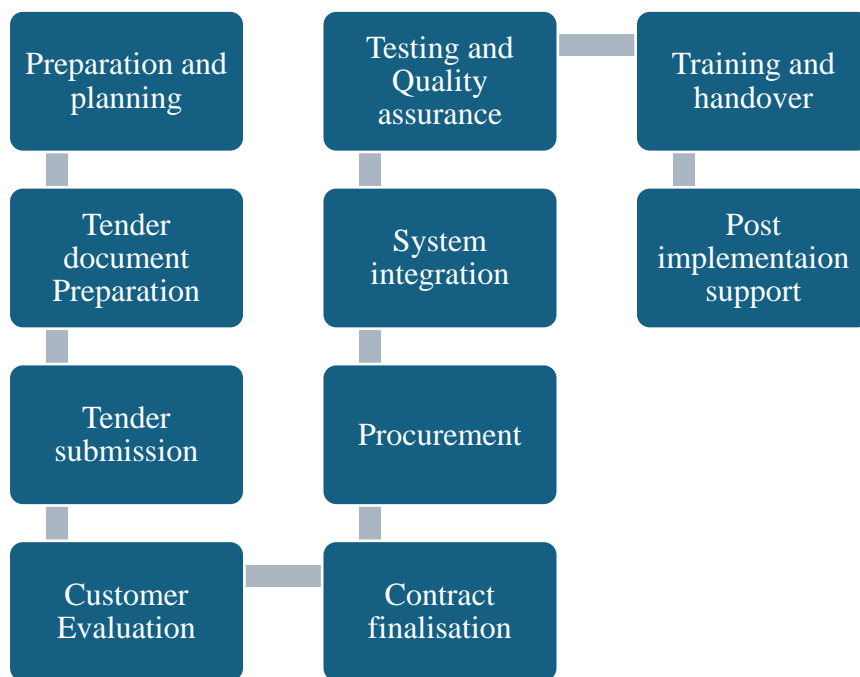
We believe human capital is one of our greatest assets, and our employees are true partners in the Company’s growth and success. The number of permanent employees has steadily increased, from 25 on April 1, 2024, to 36 on November 30, 2024. To maintain and enhance relevant skills and competencies, we encourage our employees to participate in training sessions organized by the Company, and we offer reimbursement for certain external training programs. Our focus remains on continuously investing in the growth and development of our workforce, reinforcing their critical role in our success.

Focus on niche technologies to cater various untapped verticals such as Army, Navy, Airforce, State Police force etc. to fulfill the need of IT Solutions to enhance the security measures. These Solutions includes Drone to achieve the future business objective, as government of India is more focused in enhancing the security for which they have allocated a special budget. We have recently signed Strategic Alliances with the make in India manufacturer for various high end surveillance solutions.

**Business Execution Process:**

We secure contracts for IT Infrastructure Solutions and Services through both tender processes and one-to-one negotiations. For tenders, we submit competitive bids and are awarded contracts based on our pricing, ability to deliver the committed quantities, and proven track record of performance. Our reputation for reliability and capability allows us to successfully meet the diverse technological needs of our clients, whether through structured bidding processes or personalized negotiations for the scope stipulated therein. Post tendering, we follow the thorough due diligence as per the client agreement or award of contract or purchase order versus the proposal submitted within the bid stage. This helps us to avoid any wrong/ short procurement that delay the implementation of the project as well as to avoid any financial implications.

The stagewise business execution process is outlined below:



**Step 1: Preparation and Planning:** Understand and document the business needs, objectives, and expectations for IT infrastructure, cybersecurity, software services, etc. This includes identifying specific challenges, such as scalability, security, compliance, and performance requirements. Define the scope of the tender to ensure that the right services and solutions are being sought.

**Step 2: Tender documents preparation:** Prepare the RFP (Request for Proposal) document which includes solutions required, Technical Specifications, Security Measures, cost breakdown, timeline, vendor expertise. Define service level agreements (SLAs), including performance guarantees and post-implementation support.

**Step 3: Tender submission:** Submit the response to the customer's tender within the specified deadline. Ensure all requirements are met and documents are complete.

**Step 4: Customer Evaluation:** The customer will evaluate your proposal based on criteria such as technical fit, cost, vendor experience, and security. The customer may ask for clarifications or modifications to the proposal. Be ready to adjust pricing, timelines, or solution details to meet their needs.

**Step 5: Contract finalisation:** Once selected, negotiate the final contract terms, including payment structure, delivery schedules, warranties, and penalties for non-performance. Finalize and sign the agreement.

### **Step 6: Procurement:**

*Hardware Procurement:* Purchase necessary hardware (servers, workstations, networking components, storage devices, etc.).

*Software Procurement:* Acquire the necessary software licenses, including operating systems, applications, and productivity tools.

*Cybersecurity Tools:* Purchase and license cybersecurity software (e.g., firewalls, anti-virus, encryption tools, VPNs, endpoint protection solutions).

*Vendor Selection:* Choose reliable vendors for hardware, software, and cybersecurity products.

### **Step 7: System Integration:**

*Software and Hardware Integration:* Integrate hardware components with the software infrastructure (e.g., connecting servers, storage, and network devices with applications).

*Security Integration:* Ensure cybersecurity tools (firewalls, antivirus, etc.) are integrated into the IT infrastructure. Implement security monitoring tools to track and report on system health, security incidents, and network traffic.

*Data Integration:* If applicable, migrate data from legacy systems to the new infrastructure. Ensure the migration is secure and that data is validated and cleaned during the transfer.

**Step 7: Testing and Quality Assurance:** Conduct tests to verify that the IT infrastructure and software services function according to specifications. Which includes Functional testing, Load and performance testing, Security vulnerability testing and penetration testing. The business users test the solution to ensure it meets their needs and performs as expected. Address any issues identified during testing before the full-scale deployment.

**Step 7: Training and handover:** Provide training sessions for end-users and administrators on how to use and maintain the new IT infrastructure, software solutions, and cybersecurity measures. Deliver complete system documentation, including configurations, user guides, and support manuals. Handover the solution to the internal IT team or business users, ensuring that they have full knowledge and resources to operate the system.

**Step 7: Post Implementation Support:** Offer support, updates, and monitoring to ensure smooth operation and adherence to agreement. Gather feedback from the customer to ensure satisfaction and identify opportunities for future improvements or upgrades.

In the case of one-on-one negotiations, this step begins at Step 5, which is the Contract Finalization stage.

## **Business Procurement Process:**



### **Step 1: Purchase Requisition**

Purchase requisitions are formal requests—either written or electronic—submitted by internal users or departments to the procurement team. These requisitions detail the requirements for acquiring IT products and services. They include essential information such as the scope of work, Bill of Quantities (BOQ), Service Level Agreements (SLA), and any mandatory business terms needed to ensure the procurement meets the specified needs effectively.

### **Step 2: Requisition review**

The procurement process begins only after the purchase requisition has been approved and verified for scope/BOQ accuracy and budget availability. During the review stage, sales and technical managers assess the requisition to confirm whether the request is for a customer order or an internal need, and ensure it aligns with the project requirements and budget constraints.

Approved requisitions are converted into Purchase Orders (POs), while rejected requests are returned to the originator with an explanation for the rejection.

### **Step 3: Solicitation process**

Once a requisition is approved, the procurement team will create a tailored procurement plan and outline the negotiation strategy, which will be adjusted based on the complexity of the requirement. After budget approval, the team will issue Requests for Quotation (RFQs) to multiple suppliers. The received bids will be evaluated and compared to select the most suitable supplier.

### **Step 4: Evaluation and contract**

After the negotiation process concludes, the procurement team, in collaboration with the business and finance teams, will review and assess supplier quotations and delivery timelines to identify the most suitable supplier for the current need.

Once a supplier is chosen, the contract negotiation and signing are finalized, and the purchase order is sent to the supplier. The contract becomes legally binding once the supplier accepts and acknowledges the purchase order.

### **Step 5: Order management**

A purchase order is issued to the selected supplier based on the terms of a newly executed contract, standing agreement, or list price. The supplier then delivers the goods or services within the agreed timeframe. Upon receipt, the purchaser inspects the order and informs the supplier of any discrepancies or issues with the delivered items.

### **Step 6: Invoice approvals and disputes**

This is a crucial step in the procurement process. We perform three-way matching between GRN, Supplier Invoice, and PO to check if you have received the order correctly and if there aren't any discrepancies. Once three-way matching is complete, the invoice is approved and forwarded to process the payment.

## **Step 7: Record Keeping**

After the payment process, buyers record it for bookkeeping and auditing. All appropriate documents, from purchase requests to approved invoices, are stored in a centralized location.

## **Sales, Marketing and Promotion**

Our Company arrange various marketing programs which includes educating customer on our different IT offerings, latest IT trends through a direct presentation, we also do direct marketing on social media such as LinkedIn in which we highlight our various IT Infrastructure Solutions and Services campaigns focused on different industry verticals. We also prepare comprehensive brochures on our services which are easily understandable to the client and the same are also available on our website. However, we are continuously improving our promotion programmes with a focus to provide latest information to our clients on different IT Technologies globally. The company has a dedicated sales and marketing team of 8 employees who looks after the promotion activities. They are expert in their stream and well verse with current market scenario and demand of clients. They come up with different ideas or strategy to expand and diverse our products and services.

We are building strong relationships through personalized outreach, hosting exclusive webinars, and offering tailored solutions in response to specific tender opportunities. Apart from the events which we organised specifically for our customers, we also participate in the events which our supplier and other partners organised to promote our IT Solution offerings. These events help us to get recognized as a reputed IT services company.

Our marketing program includes various activities to increase market outreach including increasing inbound traffic on website through search engine optimisations, press releases and media mentions (both print and online), analyst engagement with leading analyst firms, consulting engagement to secure technology partners, use of marketing automation tools for account-based prospect engagement, conducting regular e-mail and social media campaigns and advertisements, participating and organising industry events and publishing thought leadership content like videos, blogs, white papers and articles. We also showcase our services in different exhibition in India as well as in International Market.

In order expand our revenue streams, and to gain visibility of our executable order book value, we undertake a lead funnelling process for identifying and generating leads from various sources such as Government E-market place (GeM), state and central procurement portals and converting them into opportunities, for enterprise and corporates it will be through a direct sales process. Our sales and marketing teams play a crucial role in generating leads mainly through new customers and convert them into opportunities to ensure that the order book of our Company is steady and growing. In order to ensure that the desired amount of orders are captured and concluded, our sales and marketing team applies for orders which are multi-fold in value and number to achieve the desired number of orders during a Financial Year.

## **Quality System and Information Security**

We believe that maintaining a high standard of quality in our product and process quality is critical to our growth and success. We have implemented quality systems to ensure the quality of our products and solutions offerings. We have received ISO 9001:2015 (Information Security Management System), ISO/IEC 27001:2022 (Information Technology Services Management) and ISO/IEC 20000-1:2018 (Information Security Management System) certifications.

## **Competition**

We are one of the global providers of enterprise software platforms. We compete with a variety of software product and IT companies, as well as service providers. We also face competition from global and Indian enterprise solution companies. We believe that the key competitive factors in our industry include changing technologies, customer preferences and needs and the ability to rapidly deliver solutions supporting such evolving needs. Other competitive



factors include breadth and depth of service offerings, domain expertise, reputation and track record and the ability to tailor our product and service offerings to specific customer needs.

## Insurance

The details of insurance policy taken by our Company are as follows:

Sr. No.	Name of the Policy	Policy Number	Insurance Company	Description of property insured	Coverage (₹ in Lakhs)	Expiry Date
1.	Group Medicare Policy	0239821131	TATA AIG Insurance Limited	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur south West Delhi New Delhi Delhi - 110030	902.36	October 02, 2025
2.	Fire Building and Burglary	5160879897	TATA AIG Insurance Limited	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur south West Delhi new Delhi Delhi - 110030	210.00	October 03, 2025
3.	Stock in Trade	360700112410000207	National Insurance Company Limited	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur south West Delhi new Delhi Delhi - 110030	175.00	February 07, 2025
4.	Stock in Trade	360700592410000183	National Insurance Company Limited	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur south West Delhi new Delhi Delhi - 110030	175.00	February 07, 2025
5.	Transit Insurance	22H97449	IFFCO-TOKIO General Insurance Company Limited	Office Automation, Electronic Calculators, Computer Systems,	1800.00	March 13, 2025

Sr. No.	Name of the Policy	Policy Number	Insurance Company	Description of property insured	Coverage (₹ in Lakhs)	Expiry Date
				Electrical Equipment, White Goods of our office at Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Sultanpur, Gadaipur, South West, Delhi, New Delhi-110030		

Details of our total insurance coverage vis-à-vis our net assets as on March 31, 2024, March 31, 2023, and March 31, 2022 is set out below:

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Insurance coverage* (A)	1,976.00	-	-
Net assets** as per Restated Consolidated Financial Information (B)	58.68	40.10	26.42
Net tangible assets*** (C)	1629.90	799.82	288.68
Insurance expenses as per Restated Consolidated Financial Information	1.09	1.31	0.86
Insurance coverage times the net assets (A/B)	33.67	-	-
Insurance coverage times the net tangible assets (A/C)	1.21	-	-

\* Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance

\*\*Net assets = Property, Plant and Equipment (net block) + Capital Work in Progress + Intangibles (net block) + Investment Property (Buildings net block) + Inventories

\*\*\* 'Net Tangible Assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non current liabilities and provisions.

As certified by our Statutory Auditors, M/s Rajput Jain & Associates, pursuant to a certificate dated December 11, 2024

### Utilities and Infrastructure Facilities

**Power** – The Company does not require much power except the normal requirement of the office of the Company for running systems which is procured by BSES Rajdhani Power Limited of respective state where our offices are situated.

**Water** - Water is required for human consumption and adequate water sources are available. The requirements are fully met at the existing premises.

**Utilities** - Our registered office has facilities of water and electricity provided by respective authorities. Our Offices are well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of our business activity.

**Manpower** - We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on October 31, 2024, we have 37 permanent employees.

## EMPLOYEES

As of November 30, 2024, we had an employee base of 36 permanent employees. The following table sets forth a breakdown of our employees by function as follows:

Function	No. of employees
Management	2
Human Resource and admin	4
Finance	4
Sales & Marketing	8
Procurement	3
Pre-Sales	2
Service delivery	3
Technical	7
Development	3
<b>Total</b>	<b>36</b>

In addition to our permanent employees, as at November 30, 2024, the company does not have any contractual employees as on the date of Draft Red Herring Prospectus. In addition to compensation that includes both salary and allowances (including performance-linked bonuses), we provide our employees other benefits which include insurance coverage, medical reimbursements and annual leave.

## PROPERTY

<b>Location</b>	Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India
<b>Name of Owner</b>	Smt. Maya Devi, Mr. Rohit Khari, Mr. Yash Pal Khari and Mr. Mohit Khari
<b>Owned/ Rented</b>	Rented
<b>Purpose of Use</b>	Registered Office and Corporate Office
<b>Description</b>	Rent agreement dated August 16, 2024, between Maya Devi, Rohit Khari, Yash Pal Khari and Mohit Khari for a term of 5 years commencing from August 15, 2024, and expiring on August 14, 2029 at ₹ 2,52,000 per month with security deposit paid of ₹ 5,04,000

Our Company does not have any branch offices. For further details, please refer section titled “*Risk Factors*” on page 32 of this Draft Red Herring Prospectus.

There is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company), our Company, our Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries and our Group Companies and their directors.

## Facilities and Infrastructure

We utilise cloud-based enterprise resource planning tools for management of finances, and for supply chain of our products and services. We also use customer relationship management tools and automated software for customer management, and generation of new opportunities and customers. We also utilise a human resource management software designed to streamline various human resources tasks and processes such as employee data management,

recruitment and application tracking, performance management, training and development, compliance and reporting etc.

### **Data Privacy and Management**

Our Company strives to cultivate an organisation wide privacy culture to protect the rights and the privacy of our Company and our customers to comply with applicable privacy and data protection laws. Our Company has enshrined privacy principles and implemented controls in conjunction with our Information Security Management System. Our Company's Information Security Management System is compliant with the requirements of ISO 9001:2015 (Information Security Management System), ISO/IEC 27001:2022 (Information Technology Services Management) and ISO/IEC 20000-1:2018 (Information Security Management System) for the scope stipulated therein.

## KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from various legislations including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities and publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.

The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, see “*Government and Other Key Approval*” on page 256. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

### INDUSTRY SPECIFIC REGULATIONS

#### **Information Technology Act, 2000:**

This foundational legislation addresses legal issues related to electronic transactions, digital signatures, cybersecurity, and electronic governance. It provides a legal framework for e-commerce, data protection, and cybercrimes, including punishments for offences such as hacking, data breaches, and online fraud. The Information Technology Act (Information Technology Act) creates liability on a corporate body that is negligent in implementing and maintaining reasonable security practices and procedures, thereby causing wrongful loss or wrongful gain to any person while possessing, dealing, or handling any sensitive personal data or information in a computer resource which is owned, controlled, or operated by it but affords protection to intermediaries concerning third-party information liability. The Information Technology Act also provides for civil and criminal liability, including compensation, fines, and imprisonment for various offences. These include offences relating to unauthorised access to computer systems, damaging such systems or modifying their contents without authorisation, unauthorised disclosure of confidential information and commission of fraudulent acts through computers. In April 2011, the Ministry of Electronics and Information Technology. The government of India has notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (IT Personal Data Protection Rules) under Section 43A of the Information Technology Act and again in February 2021 notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 (Intermediary Guidelines) under Section 87 of the Information Technology Act. The Intermediary Guidelines provide for thorough due diligence to be done by the intermediaries and provide a grievance redressal mechanism for resolving user complaints.

#### **Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011:**

These rules mandate organisations handling sensitive personal data to implement reasonable security practices and procedures to protect such information from unauthorised access, disclosure, or misuse. They outline specific requirements for data protection and breach reporting. In providing services to our clients—who may have sensitive personal data—we might come into contact with such data, bringing us under the scope of these rules. This may occur while providing services, updates, or implementation of software and hardware solutions.

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

Enacted to address growing concerns over data privacy and protection, this act establishes principles and standards for the collection, processing, and storage of personal data. It aims to empower individuals with greater control over their data while imposing obligations on data fiduciaries to ensure transparency and accountability in data processing practices. The Digital Personal Data Protection Act 2023, which was recently promulgated, provides for collecting and processing digital personal data by companies collecting data in digital form or in non-digital form, which is digitised subsequently. The Digital Personal Data Protection Act 2023 is also applicable to the processing of digital personal data outside the territory of India if such processing is in connection with any activity related to the offering of goods or services to data principals within the territory of India. Data Protection Act regulates the processing of digital personal data within the territory of India where such personal data is collected (a) in digital form or (b) in non-digital form and digitised subsequently. The Digital Personal Data Protection Act 2023 stipulates obligations in relation to collection, recording, organisation, structuring, storage, adaptation, retrieval, and use. Alignment or combination. Indexing, sharing, disclosure by transmission, dissemination, or otherwise making available, restriction, erasure or destruction of personal data and appointment of a data protection officer for grievance redressal. In addition, significant data fiduciaries, as defined in the Digital Personal Data Protection Act of 2023, must appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. We may come into contact with such Personal data while providing services to clients or during software or hardware implementation, which could make us subject to the act. Our primary business involves procuring software licenses and physical hardware and providing a workforce for related services and implementation.

### **National Policy on Electronics, 2019:**

This policy framework aims to promote the domestic electronics manufacturing industry, boost innovation, and attract investment in the electronics sector. It outlines strategies for fostering R&D, developing a skilled workforce, and enhancing competitiveness in global markets. The National Policy on Electronics, 2019 (NPE 2019), notified on February 25, 2019, envisions positioning India as a global hub for electronics system design and manufacturing by encouraging and driving capabilities in the country for developing core components, including chipsets, and creating an enabling environment for the industry to compete globally. The NPE 2019 replaces the National Policy of Electronics 2012. The NPE 2019 enables the flow of investment and technology, leading to higher value addition in domestically manufactured electronic products and increased electronics hardware manufacturing in the country and exporting them while generating substantial employment opportunities.

### **New Telecom Policy, 1999:**

This policy framework lays down the objectives and strategies for developing the telecommunications sector in India, focusing on expansion, modernisation, and diversification of telecom services to promote universal access, affordability, and quality of service.

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

This policy aims to promote the establishment and growth of data centres in India by providing incentives, streamlining regulatory procedures, and ensuring the security and resilience of data infrastructure. It supports initiatives to position India as a preferred destination for data hosting and processing activities.

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

With significant capabilities in both telecommunications and software, India, more than most countries, stands poised to benefit from harnessing new digital technologies and platforms to unlock productivity, as well as to reach unserved and underserved markets, thus catalyzing economic growth and development, generating new-age jobs and livelihoods, and ensuring access to next-generation services for its citizens. This policy aims for Universal Coverage rather than revenue maximisation. This policy and principles framework will enable the creating a

vibrant, competitive telecom market to strengthen India's long-term competitiveness and serve the needs of our aspiring nation. The Policy aims to remove regulatory barriers and reduce the regulatory burden that hampers investments, innovation and consumer interest. It identifies steps to strengthen the sector's institutional mechanism and legislative framework to ensure that India's economy and citizens can derive the full potential of its digital communications sector.

#### **National Cyber Security Policy, 2019:**

This Policy outlines the imperative need to safeguard organisational cyberspace from cyber crimes, particularly as IT and its functional ecosystems are deeply integrated into modern operations. This policy, along with the National Cyber Security Policy of 2013, emphasises the protection of critical information infrastructure, reduced vulnerabilities, and developed capabilities to prevent and respond to cyber threats. Given that we are consistently supplying software, hardware, and related services to various government departments, including courts and tribunals, this policy might also be applicable to us. Our involvement in these sectors potentially subjects us to the provisions and security measures outlined in this policy, given the nature of the entities we serve.

#### **BUSINESS/ TRADE RELATED LAW/ REGULATIONS**

In India, several legislations are in place to regulate various aspects of business operations and trade. Some key laws and regulations in this regard include:

#### **The Micro, Small and Medium Enterprises Development Act, 2006:**

This act aims to promote the growth and development of micro, small, and medium enterprises (MSMEs) by providing support for their enhancement and competitiveness. It outlines provisions for registration, credit facilities, promotion, and development of MSMEs. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as a: (i) micro enterprise, (ii) small enterprise, or (iii) medium enterprise, based on their investment in plant and machinery as per last the audited financials of the entity. The MSMED Act. inter-alia stipulates that any person who intends to establish a micro or small enterprise or a medium enterprise engaged in the rendering of services may, at his discretion, a micro, small or medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be.

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

Enacted to safeguard consumers' interests and rights, this legislation provides for the establishment of consumer councils and redressal mechanisms for grievances related to defective goods, deficient services, unfair trade practices, and misleading advertisements. The Consumer Protection Act provides for the protection of the interests of consumers and the establishment of authorities for the timely and effective administration and settlement of consumer disputes. It empowers the Central Government to constitute the Central Consumer Protection Authority to regulate matters relating to the violation of rights of consumers, unfair trade practices and false or misleading advertisements that are prejudicial to the interests of the public and consumers, and to promote, protect and enforce the rights of consumers as a class, and conduct inquiries or investigations under the Consumer Protection Act. Further, the Consumer Protection Act enables complainants to file complaints in respect of, inter alia, goods suffering defects, services suffering deficiencies, and goods or services hazardous to life and safety. Consumers are also empowered to file product liability actions, for claiming compensation for the harm caused to them by defective products or deficient services, in respect of which such product manufacturers or sellers may be held responsible.

#### **Shops and Establishment Legislation:**

Each state in India has its own Shops and Establishment Act, which regulates the working conditions, employment terms, and hygiene standards in shops, commercial establishments, and other workplaces. These laws aim to ensure the welfare of employees and maintain a healthy work environment.

#### **Legal Metrology Act, 2009:**

This act regulates weights and measures used in trade and commerce to ensure accuracy, transparency, and consumer confidence. It mandates the use of standardised units of measurement, regulates packaging and labelling requirements, and prohibits unfair trade practices related to weights and measures. The Legal Metrology (Packaging Commodities) Rules, 2011 apply to packaged products, specifying how declarations must be made and what information must be included on commodities intended for sale. These provisions apply to us in the capacity of a dealer or importer as we procure certain hardware that falls within the ambit of the mentioned act and rules.

### **FOREIGN INVESTMENT-RELATED LAWS AND REGULATIONS**

In India, foreign investment is governed by a set of laws and regulations aimed at attracting and regulating investments from abroad. The key legislations and regulations related to foreign investment are:

#### **Foreign Direct Investment Policy, 2020:**

The Foreign Direct Investment (FDI) Policy aims to attract and promote foreign investment to supplement domestic resources for accelerated economic growth. FDI is subject to compliance with relevant sectoral laws, regulations, security conditions, and state/local laws. The Consolidated FDI Policy 2020, issued by the Department for Promotion of Industry and Internal Trade (DPIIT), establishes guidelines for FDI inflows into India. It is updated annually to align with regulatory changes. The FDI Policy specifies the sectors where foreign investment is permitted, the entry routes, sectoral caps, and conditions for investment, thereby providing clarity and transparency to foreign investors.

#### **Foreign Trade (Development and Regulation) Act, 1992 and rules framed thereunder:**

This legislation aims to promote foreign trade and regulate certain aspects of import and export activities. It empowers the government to formulate policies for the development and regulation of foreign trade, including the imposition of restrictions or prohibitions on imports and exports to safeguard national interests, maintain balance of payments, and promote export-oriented industries. These rules supplement the provisions of the Act and provide detailed procedures and requirements for various aspects of foreign trade, including licensing, customs procedures, and enforcement mechanisms. They ensure compliance with the provisions of the Act and facilitate the smooth conduct of international trade activities.

#### **The Foreign Exchange Management Act, 1999 (FEMA) and Regulations framed thereunder:**

FEMA serves as the cornerstone of India's foreign exchange regime, regulating transactions involving foreign exchange and payments between residents and non-residents. It empowers the Reserve Bank of India (RBI) to formulate regulations governing foreign exchange transactions, including inbound and outbound investments and aims to facilitate external trade and payments while maintaining the stability of the Indian rupee. As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in the exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations"), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.



## **INTELLECTUAL PROPERTY LAWS**

Intellectual Property rights refer to the general term for intangible, intellectual, industrial property rights through patents, copyright, and trademark, and includes geographical indications, trade and confidential information. In India, these rights find protection through a combination of statutory provisions and common law principles. The primary legislations governing intellectual property in India are:

### **The Trademarks Act, 1999:**

This act establishes the legal framework for the registration and protection of trademarks, which are distinctive signs used to identify goods or services in the market. It aims to prevent unauthorised use of marks that could lead to consumer confusion or dilution of brand value. The Act provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks.

### **The Copyright Act:**

This law governs the protection of literary, artistic, and musical works, providing creators with exclusive rights over their original expressions. It covers a wide range of works, including literary works, computer programs, artistic creations, and cinematographic films, and outlines the rights of authors, performers, and producers of sound recordings. Software elements like source code, object code, user interfaces, and designs are covered under copyright, while the use of third-party libraries and frameworks must comply with licensing terms. Unauthorized copying, distribution, or modification, including reverse engineering, can lead to copyright infringement. Therefore, these acts apply to us when dealing with code, visual components, and third-party tools in our software development and operations.

### **The Patents Act, 1970:**

Enacted to encourage technological advancement and innovation, this legislation provides the legal framework for granting patents, which confer exclusive rights to inventors over their inventions for a limited period. It outlines the criteria for patentability and the procedures for application, examination, and enforcement of patents. The Act recognises both product and process patent and prescribes eligibility criteria for grant of patents, including the requirement that an invention be novel, non-obvious and capable of industrial application in order for it to avail patent protection. In our operations, we often deal with hardware and software that may be patented, and we may also implement or sell these products further. As a result, these acts apply to us when dealing with patented products or technologies in our business activities.

## **LABOR LAW LEGISLATION**

These laws cover various aspects of employment, from wages and working conditions to social security and safety standards. Key legislations in this domain include:

### **Code on Wages, 2019:**

The Government of India enacted The Code on Wages, 2019 which received the assent of the President of India. The code proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In

pursuance of the code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

#### **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. Seeks to streamline industrial relations by consolidating and amending laws relating to trade unions, conditions of employment, and resolution of industrial disputes.

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

The Government of India enacted The Code on Social Security, 2020 which received the assent of the President of India. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, inter alia, the Employees Compensation Act, 1923, the Employees, State Insurance Act, 1948, the Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employees Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020 were notified on November 13, 2020. The draft rules propose to subsume, inter alia, the Employees State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972., Aims to extend social security benefits to all workers, including unorganized sector workers, by consolidating and amending various social security laws.

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

Focuses on ensuring safe and healthy working conditions for employees across various industries.

#### **The Contract Labour (Regulation and Abolition) Act, 1970:**

The CLRA Act was enacted to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA Act is applicable to every establishment in which 20 or more workmen are or were employed in the preceding 12 months as contract labour and to every contractor who employs or employed on any day during the preceding 12 months, 20 or more workmen. Every principal employer of an establishment to which the CLRA Act applies, shall apply for registration of the establishment with the appropriate registering office and get registered. Under the CLRA Act, the principal employer has to provide essential amenities like canteens, rest rooms, drinking water facilities and first aid facilities if the same is not provided by the contractor. Every contractor to whom the CLRA Act applies, is also required to obtain a license and not to undertake or execute any work through contract labour, except under and in accordance with such license. Further under the CLRA Act, the principal employer has to ensure through a nominated representative the Contractor distributes wages within the prescribed time, failing which the principal employer shall be liable to make payment of wages in full or the unpaid balance and recover the amount so paid from the Contractor.

#### **The Payment of Bonus Act, 1965:**

Ensures payment of bonus to employees based on profits or productivity.

#### **The Payment of Gratuity Act, 1972:**

The Payment of Gratuity Act, 1972 shall apply to every factory, mine plantation, port and railway company; to

every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **The Employee State Insurance Act, 1948:**

The ESI Act was enacted to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provisions for certain other matters in relation thereto. Employment injury means a personal injury to an employee caused by accident or an occupational disease arising out of and in the course of his employment, being an insurable employment. The ESI Act applies to all factories that are non-seasonal in nature and establishments that are notified by the appropriate state government in consultation with the Government of India from time to time. All employees in establishments covered by the ESI Act are required to be insured and the employer is also required to register himself under the ESI Act and maintain prescribed records and registers in addition to filing of forms with the concerned authorities. The ESI Act provides for a need based social insurance scheme under which the employer and employee must contribute certain percentage of the monthly wage of the employees as prescribed by the Government of India from time to time to the Employee State Insurance Corporation established under the ESI Act.

### **The Employees Provident Funds and Miscellaneous Provisions Act, 1952:**

Mandates the establishment of provident fund accounts for employees in certain industries, ensuring financial security through contributions from both employers and employees. Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPFA") was introduced with the object of instituting compulsory provident funds for the benefit of employees in factories and other establishments. The EPFA provides for the institution of provident funds and pension funds for employees in establishments where more than 20 persons are employed and factories specified in Schedule I of the EPFA. Under the EPFA, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPFA also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **The Equal Remuneration Act, 1976:**

Ensures equal pay for equal work, prohibiting discrimination based on gender in matters of wages and employment conditions.

### **The Payment of Wages Act, 1936 (POW):**

The POW Act was enacted with a view to ensuring that wages payable to employed persons covered by the Act were disbursed by the employers within the prescribed time limit and that no deductions other than those authorised by law were made by them. It applies to the persons employed in a factory, industrial or other establishment, where the monthly wages payable are less than Rs.21,000/- whether directly or indirectly, through a sub-contractor and provides for the imposition of fines on persons responsible for payment of wages and deductions and lays down wage periods. Employers have to compulsorily maintain register of wages, register of fines, register of deduction for damages or loss, and register of advances in the prescribed forms.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Aims to prevent and address sexual harassment at the workplace, mandating the establishment of internal complaints committees and providing for redressal mechanisms. The POSH Act was enacted to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The POSH Act mandates every employer to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace. The POSH Act provides that employers must formulate a policy against sexual harassment at workplace and that policy needs to be disseminated. The POSH Act defines sexual harassment to include any unwelcome acts or a sexually determined behaviour (whether directly or by implication). Workplace under the POSH Act has been defined very broadly to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and any place visited by the employee arising out of or during the course of employment.

#### **The Maternity Benefit Act, 1961:**

Protects the employment and maternity rights of women workers by providing maternity leave, benefits, and other related provisions.

#### **The Industrial Disputes Act, 1947:**

The ID Act was enacted to make provisions for, inter alia, the investigation and settlement of industrial disputes. Industrial dispute under the ID Act means any dispute or difference between employers and employees, or between employers and workmen, or between workmen and workmen, which is connected with the employment or nonemployment or the terms of employment or with the conditions of labour, of any person. The ID Act enumerates the contingencies when a strike or lock-out can be lawfully resorted to, when they can be declared illegal or unlawful, conditions for laying off, retrenching, discharging or dismissing a workman, circumstances under which an industrial unit can be closed down and other matters related to industrial employees and employers.

#### **The Trade Union Act, 1926:**

Governs the registration and functioning of trade unions, facilitating collective bargaining and protecting workers' rights to organize.

#### **The Child Labour (Prohibition and Regulation) Act, 1986:**

Prohibits the employment of children in certain hazardous occupations and processes and regulates the conditions of work in others.

#### **Employees' Compensation Act, 1923:**

The EC Act was enacted to provide for the payment by certain classes of employers to their employees of compensation for injury by accident. The term "employer" under the EC Act includes any body of persons whether incorporated or not and any managing agent of an employer and the legal representative of a deceased employer, and, when the services of an employee are temporarily lent or let on hire to another person by the person with whom the employee has entered into a contract of service or apprenticeship, means such other person while the employee is working for him. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury.

### **ENVIRONMENT PROTECTION LAWS**

Key environmental protection laws play a pivotal role in regulating and mitigating the impact of industrial activities on the environment in India. Here are the key environmental laws applicable to companies:

#### **Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016:**

These rules govern the management, handling, and transboundary movement of hazardous wastes to ensure their safe and environmentally sound management. They prescribe procedures for the generation, storage, transportation, treatment, and disposal of hazardous wastes.

### **E-Waste (Management) Rules, 2016:**

With the proliferation of electronic products, these rules aim to address the growing challenge of electronic waste management. They mandate extended producer responsibility, promote recycling and reuse of e-waste, and establish collection and disposal mechanisms to minimise the environmental impact of electronic waste. The EWM Rules apply to, inter alia, every producer or consumer or bulk consumer involved in the transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment. The EWM Rules obligate the aforesaid persons to channel the e-waste generated through a collection centre or dealer of the authorized producer or dismantler or recycler and maintain a record of such e-waste generated.

## **GENERAL CORPORATE COMPLIANCE**

General corporate compliance is essential for maintaining legal and regulatory standards in business operations. In India, several key legislations govern corporate conduct and ensure fair competition, dispute resolution, and accountability. These include:

### **The Companies Act, 2013 and Rules Framed thereunder:**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. This comprehensive legislation regulates the formation, governance, and dissolution of companies in India. The companies act primarily regulates the formation, financing, functioning and winding up of companies. It outlines the duties and responsibilities of directors, shareholders, and other stakeholders, as well as provisions related to corporate governance, mergers and acquisitions, and financial disclosures. The rules framed under this act provide detailed guidelines and procedures for compliance with its provisions.

### **The Arbitration and Conciliation Act, 1996:**

This act governs the resolution of disputes through arbitration and conciliation proceedings. It provides a legal framework for parties to resolve disputes outside of court, facilitating faster and cost-effective resolution. The act also incorporates international best practices in alternative dispute resolution and enforcement of arbitral awards.

## **TAX LAWS**

Tax laws in India encompass various statutes that regulate the imposition, collection, and administration of taxes. The key tax legislations include:

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

Income-tax Act, 1961 (Income Tax Act) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. It is supplemented by the Income Tax Rules, 1962, as amended by the Finance Act in respective years, and delineates the rules for computation, assessment, and payment of income tax, along with provisions for exemptions, deductions, and rebates. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30<sup>th</sup> September of the Assessment Year.

### **Goods and Service Tax (GST):**

The goods and service tax is levied on supply of goods or services or both jointly by the Central Government and the State Government. GST is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST is levied as Dual GST separately but concurrently by the Union (central tax- CGST) and the States (including Union Territories with legislatures) (State tax-SGST) / Union territories without legislatures (Union territory tax-UTGST). The Parliament has exclusive power to levy GST (integrated tax-IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017, following the passage of the Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), relevant state's Goods and Services Act, 2017 (SGST), Union Territory Goods and Services Act, 2017 (UTGST), Integrated Goods and Services Act, 2017 (IGST), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

### **Professional Taxes State wise legislation:**

Professional tax is levied by certain states on individuals engaged in professions, trades, or employment. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The specific legislation varies from state to state, and our company must comply with the professional tax laws applicable in the states where it operates.

### **The Customs Act, 1962:**

This legislation governs the levy and collection of customs duties on imports and exports, regulating the movement of goods across international borders. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance

### **Indian Stamp Act, 1899:**

This Act governs the payment of stamp duty on various transactions such as property transfers, agreements, and deeds. Compliance with the provisions of the Stamp Act is essential for the validity and legality of these documents. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, cannot be admitted in court as evidence of the transaction contained therein. The Stamp Act further provides for impounding of instruments that are not sufficiently stamped or not stamped at all by the collector and he may impose a penalty of the amount of the proper stamp duty, or the amount of deficient portion of the stamp duty payable.

### **The Registration Act, 1908:**

Enacted to provide for the registration of documents to ensure their validity and authenticity, this act mandates the registration of certain documents to make them legally effective.

## **GENERAL LAWS**

Apart from the above list of laws- which is inclusive in nature and not exhaustive- general laws like the following are also applicable to the Company in the matter of day to day operations.

**Indian Contract Act:**

This foundational legislation governs all aspects of contract formation, performance, and enforcement in India. It outlines the rights and obligations of parties entering into contracts, including principles such as offer and acceptance, consideration, capacity to contract, and breach of contract remedies. The Act ensures legal certainty and facilitates smooth commercial transactions. Each contract creates some right and duties upon the contracting parties. The contract act deals with the enforcement of these rights and duties upon the parties. The contract act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to the sale of goods and partnerships that were originally in the act are now the subject matter of separate enactments, viz., the Sale of Goods Act, 1930 and the Indian Partnership Act, 1932. The objective of the contract act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

**Specific Relief Act:**

This statute provides remedies for breach of civil obligations, including specific performance of contracts, injunctions, and other equitable relief. It aims to ensure justice by granting aggrieved parties the means to enforce their contractual or other legal rights, particularly when monetary compensation is deemed inadequate.

**Negotiable Instruments Act:**

Enacted to regulate negotiable instruments such as promissory notes, bills of exchange, and cheques, this law facilitates secure and efficient commercial transactions by establishing uniform rules for their creation, transfer, and enforcement. It governs the rights and liabilities of parties involved in negotiable instruments and ensures their enforceability in legal proceedings.

**Sales of Goods Act, 1930:**

This legislation governs the sale of goods and services in India, establishing the rights, duties, and liabilities of buyers and sellers in commercial transactions. It addresses various aspects of sales contracts, including conditions and warranties, transfer of ownership, and remedies for breach of contract. The act does not deal with the sale of immovable properties like land, fields, houses, etc. For immovable properties, provisions of the Transfer of Property Act, 1882 are applicable. Sale of Goods Act, 1930 deals only with movable properties. The Act aims to protect the interests of both consumers and businesses while promoting fair and transparent trade practices.

**The Competition Act, 2002:**

Enacted to promote fair competition and prevent anti-competitive practices in the market, this legislation prohibits activities such as cartelization, abuse of dominant position, and anti-competitive agreements. It establishes the Competition Commission of India (CCI) as the regulatory authority responsible for enforcing competition law and ensuring a level playing field for businesses.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was incorporated as 'VCARE InfoTech Solutions & Services Private Limited' as a private limited company under the provisions of the Companies Act, 2013, pursuant to certificate of incorporation dated February 16, 2016, issued by Registrar of Companies, Delhi. The name of our Company was changed to '*NewGen IT Technologies Private Limited*', and a fresh certificate of incorporation dated May 01, 2024, was issued by the Registrar of Companies, Central Processing Centre. Our Company was then converted into a public limited company under the Companies Act, 2013, and consequently, the name of our Company was changed to '*NewGen IT Technologies Limited*', and a fresh certificate of incorporation dated July 10, 2024, was issued by the Registrar of Companies (RoC), Central Processing Centre.

### Changes in the Registered Office of our company since Incorporation

Except as stated below, our Company has not changed its Registered Office since its incorporation.

Date of change	Registered Office Address	Reason for change
August 16, 2024	Change in registered office from L-1/238B DDA L.I.G. Flats, Kalkaji, South Delhi, Delhi- 110019, India to Plot No. 5, 3 <sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India	Operational and administrative convenience

### Main objects of Our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on in India or elsewhere the business to develop, import, export, manufacture, buy, sell, distribute, transfer, lease, hire, license, use, dispose off, operate, fabricate, construct, assemble, record, maintain, repair, recondition, work, alter, convert, improve, procure, install, modify, or to act as consultant, agent, distributors, licensee, sub-licensor, partner, broker, franchisee, franchiser, job worker, representative, advisor, or otherwise to deal in all kinds of telecom equipments, information, technology enabled services, hardware, software, micro-processors, electronic and electrical apparatus, switchers, radio equipments, router, cables, optic fibre bandwidth, spectrum, tower, equipment, gadgets, peripherals, modules, auxiliary instruments, tools, plants, machines, work systems, conveniences, spare parts accessories devices, components and fixture relevant to any technology and of different capacities, sizes, specifications, applications, description and models used or may be used in the communication, telecom, media, entertainment and information technology industries.
2. To carry on business of buyers, sellers, wholesalers, traders, importers, exporters, improvers, indenters, stockists, distributors, contractors, agents, licensors, franchisers, dealers, maintainers, exchangers, assemblers, and jobbers in all kind of telecommunication equipments, connections, accessories, spare parts, mobile and landline sets and connections of different sizes and specifications, all kind of software including Networking software, voice solutions, EPABX, Telecom software, computer telephony solutions, fax solutions, TTS (text to speech) solutions, telephone switches, mobile phone, electronic devices, computerized magnetic tapes, discs, cards call processing and data processing software, voice recognition products, IT related software and hardware and other related items in India and abroad.
3. To carry on the business of providing solutions and services related to Web-Technologies, Internet and E-Commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, licence or otherwise deal in Internet Portals, Internet Networks, Media Portals, Internet Solutions, Internet Gateways, Internet Service Providers, E-Commerce, Web-Site Designing,



Web based and Web enabled services and applications, Ecommerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies, E-business solutions, Information Technology and Telecom Operators.

4. To provide consultancy services addressed to business process engineering, information technology and the design and implementation of information technology solutions for Industry and to establish computer network, either as part of international network or as standalone network or otherwise, development of websites, Portal Sites and provide high speed digital/analog communication links to other networks and to establish and offer internet services, internet service provider and any other service which is feasible by using internet or any other such international networks.

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

#### **Amendments to our Memorandum of Association:**

Since Incorporation, the following changes have been made to the Memorandum of Association of our Company:

<b>Sr. No.</b>	<b>Particulars of Amendment</b>	<b>Date of Shareholders' approval</b>
1.	Increase in Authorized Share Capital of our Company from ₹ 1,00,000 divided into 10,000 Equity shares of ₹ 10 each to ₹ 10,00,000 divided into 1,00,000 Equity shares of ₹ 10 each	December 12, 2020
2.	Increase in authorized share capital of our Company from ₹ 10,00,000 divided into 1,00,000 Equity shares of ₹ 10 each to ₹ 20,00,00,000 divided into 2,00,00,000 Equity shares of ₹ 10 each	January 25, 2024
3.	Name Change from 'VCARE InfoTech Solutions & Services Private Limited' to 'NewGen IT Technologies Private Limited'	March 08, 2024
4.	Conversion of private company into public company and subsequent change of name of our Company from 'NewGen IT Technologies Private Limited' to "NewGen IT Technologies Limited".	May 06, 2024

#### **Major Events in the History of our Company**

<b>Year</b>	<b>Key Events / Milestone / Achievements</b>
2016	Incorporation of our Company in the name style of 'VCARE InfoTech Solutions & Services Private Limited'.
2023	The topline of our company crossed ₹ 55 Crore
2024	Name of the Company was Changed to 'NewGen IT Technologies Private Limited'
2024	Change in constitution of our Company from Private into Public Limited

#### **Awards & Recognitions**

<b>Year</b>	<b>Key Events / Milestone / Achievements</b>
2023	Big Impact Creator in category of Innovative IT Solutions and Services Provider
2024	PrimeTime Global Icon Awards & Conference
2024	Indian Glory Awards for Fastest Growing (IT Services) Companies in India and Jagdish Chander Bhatt was awarded as the Innovative Businessman of the year 2023-24

#### **Other details regarding our Company**

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its services, management, major suppliers and customers, segment, marketing, and competition, please refer to the chapter titled “*Our Business*”, “*Our Management*” and “*Industry Overview*” on page 120, 161, and 110 respectively of this Draft Red Herring Prospectus.

### **Capital Raising (Debt/Equity)**

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 77 of this Draft Red Herring Prospectus.

### **Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company has not made any acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last ten years preceding the date of this Draft Red Herring Prospectus.

### **Defaults or rescheduling/restructuring of borrowings with financial institutions/banks**

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with any financial institutions/banks in respect of borrowings of our Company. However, there have been instances of delayed repayment of borrowings in the past. The details of the same have been provided below:

<b>Banks</b>	<b>Details of Loans availed</b>	<b>Financial Year in which delay occurred</b>	<b>Amount of delay (₹ in lakhs)</b>	<b>Period of Delay (in days)</b>
ICICI Bank Limited	50 Lakhs	November-2023	1.66	1
		May-2024	1.66	1

### **Changes in the activities of our Company during the last five years**

There has been no change in the business activities of our Company during the last five years from the date of this Draft Red Herring Prospectus.

### **Promoters of our Company**

The Promoters of our Company are Jagdish Chander Bhatt, Pushpa Bhatt And Shivani Bhatt. For details, see “*Our Promoters and Promoter Group*” beginning on page 179 of this Draft Red Herring Prospectus.

### **Details of holding company**

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

### **Details of subsidiary or associate company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary or associate company as on the date of filing of this Draft Red Herring Prospectus.

### **Number of shareholders of our Company**

Our Company has 7 shareholders as on the date of filing of this Draft Red Herring Prospectus.

#### **Details of subsisting Shareholders' Agreements**

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreement among our shareholders vis-à-vis our Company.

#### **Material Agreements**

Our Company has not entered into any material agreement, other than the agreements entered by it in the normal course of its business.

#### **Other Agreements**

Our Company has not entered into any specific or special agreements except those that have been entered into in the ordinary course of business as on the date of filing of this Draft Red Herring Prospectus.

#### **Joint Ventures/Collaborations**

As on the date of this Draft Red Herring Prospectus, our Company is not a party to any joint venture or collaboration agreements.

#### **Strategic and financial partnerships**

Our Company has no strategic and financial partners as on the date of filing of this Draft Red Herring Prospectus. For details related to business activity please refer to the chapter titled "*Our Business*" on page 120 of this Draft Red Herring Prospectus.

#### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement, as on the date of filing this Draft Red Herring Prospectus.

#### **Launch of key products or services, entry or exit in new geographies**

For details of launch of key products or services, please refer to the chapter "*Our Business*" on page 120 of this Draft Red Herring Prospectus.

#### **Time and Cost Overruns in Setting-up Projects**

There are no Time and Cost Overruns in Setting-up Projects.

#### **Lock-out or strikes**

There have been no lock-outs or strikes in our Company since inception.

#### **Corporate Profile of our Company**

For details on the description of our Company's activities, the growth of our Company, please see "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" and "*Basis of the Issue Price*" on page 120, 237 and 98 of this Draft Red Herring Prospectus.

### **Changes in the Management**

For details of change in management, please see chapter titled “*Our Management*” on page 161 of the Draft Red Herring Prospectus.

### **Changes in accounting policies in last three (3) years**

There have been changes in the accounting policies of our Company in last three years, for more details please refer “*Restated Financial Information*” on page 190 of the Draft Red Herring Prospectus.

### **Details of guarantees given to third parties by our Promoters**

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus. Please refer to the chapter titled “*Financial Indebtedness*” beginning on page 246 of this Draft Red Herring Prospectus.

### **Agreements with Key Managerial Personnel, Senior Management, Directors or Promoters or any other employee**

There are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoters, Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## OUR MANAGEMENT

Our Company currently has 5 directors on its Board, including two independent directors and two women director. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” on page 327 of this Draft Red Herring Prospectus.

### Board of Directors

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, Father’s Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><b>Jagdish Chander Bhatt</b></p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>Date of birth:</i> July 13, 1967</p> <p><i>Address:</i> L-1/238 B, D.D.A., LIG Flats, Kalkaji, South Delhi, Delhi-110019, India</p> <p><i>Occupation:</i> Business</p> <p><i>Original Date of Appointment:</i> June 13, 2018, as Director of the company.</p> <p><i>Date of Re-Designation:</i> August 22, 2024 as Managing Director of the Company</p> <p><i>Current Term:</i> Shall hold the office for a period of five years i.e. August 22, 2024 to <i>August 21, 2029</i>.</p> <p><i>DIN:</i> 07378159</p>	57	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>• Himalyan Agro Products And Services Private Limited</li> </ul> <p><b>Foreign Companies:</b></p> <ul style="list-style-type: none"> <li>• VCARE Technologies Private Limited (Hongkong)</li> <li>• NEWGEN IT Solutions and Services PTE Limited (Singapore)</li> <li>• NEWGEN IT Solutions and Services PTY Ltd (Australia)</li> <li>• NEWGEN IT Solutions and Services Limited (United Kingdom)</li> <li>• NEWGEN IT Solutions and Services (UAE)</li> <li>• VCARE Technologies Inc (USA)</li> </ul>
<p><b>Pushpa Bhatt</b></p> <p><i>Designation:</i> Executive Director</p> <p><i>Date of birth:</i> July 07, 1974</p> <p><i>Address:</i> L-1/238 B, D.D.A., LIG Flats, Kalkaji, South Delhi, Delhi-110019, India</p> <p><i>Occupation:</i> Business</p>	50	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>• Himalyan Agro Products And Services Private Limited</li> </ul> <p><b>Foreign Companies:</b></p>

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><b>Current Date of Appointment:</b> January 08, 2024 as Non-Executive Director of the company.</p> <p><b>Period of Directorship:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 07406978</p>		Nil
<p><b>Shivani Bhatt</b></p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Date of birth:</b> September 06, 1997</p> <p><b>Address:</b> L-1/238 B, D.D.A., LIG Flats, Kalkaji, South Delhi, Delhi-110019, India</p> <p><b>Occupation:</b> Business</p> <p><b>Original Date of Appointment:</b> January 08, 2024, as an Additional Non- Executive Director of the company</p> <p><b>Current Date of Appointment:</b> August 22, 2024 as Non-Executive Director of the company.</p> <p><b>Period of directorship:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 07623148</p>	27	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Rakesh Kumar Dubey</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Date of birth:</b> February 24, 1972</p> <p><b>Address:</b> 10-B, Tower 1, The Hibiscus, Sector 50, South City -II, Gurgaon- 122018, Haryana, India.</p> <p><b>Occupation:</b> Self employed</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> A period of two (2) years commencing from February 10, 2024 to February 09, 2026</p> <p><b>Period of directorship:</b> Director since February 10, 2024</p> <p><b>DIN:</b> 00174010</p>	52	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Ramesh Sharma</b></p>	56	<p><b>Public Limited Companies:</b></p>

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Date of birth:</b> November 24, 1968</p> <p><b>Address:</b> F-48 Tara Apartment-II, Flat No. 305 2<sup>nd</sup> Floor, Behind DTC Depot, Khanpur Extension, Khanpur South Delhi-110062, India</p> <p><b>Occupation:</b> Self Employed</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> A period of two (2) years commencing from February 10, 2024 to February 09, 2026</p> <p><b>Period of directorship:</b> Director since February 10, 2024</p> <p><b>DIN:</b> 09317820</p>		<p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

### Brief profiles of our directors

**Jagdish Chander Bhatt**, aged 57 years, is the Chairman and Managing Director as well as promoter of our Company. He holds a bachelor's degree in arts from University of Delhi, a Business & Industrial Management qualification from the International College of Correspondence, and a Post Graduate Diploma in Materials Management from Bharatiya Vidya Bhavan, New Delhi. Additionally, he is a member of the All-India Management Association and has completed a Certificate of Excellence in Hardware, Network, and Security Systems Management from IACM Smartlearn Ltd. With more than three decades of leadership and management experience, he has developed an expertise in the commercial aspects of business, playing a pivotal role in securing projects and driving the company's growth in international markets. In 2016, he laid the foundation for NewGen IT Technologies Limited, and under his leadership, the company has grown significantly over the past years. Previously, he was associated with Lloyd Sales Private Limited from August 1986-February 1995, Usha (India) Limited from February 1995-November 1995, Altos India Limited till November 1995-April 1996, HCL Comnet Systems and Services Limited (merged with HCL Technologies Limited) from April 1996- June 2017 as Store Executive or Store Manager.

**Pushpa Bhatt**, aged 50 years, is the Promoter and Executive Director of our Company, and a co-founder who has played a pivotal role in the company's growth and success since its inception in 2016. She has passed the examination of Part II of Bachelor of Arts from University of Delhi in the year 1995. She leads the Human Resources and Administrative functions, ensuring the development and maintenance of a motivated and high-performing workforce.

**Shivani Bhatt**, aged 27 years, is Non-Executive Director and Promoter of our company. She is a Qualified Company Secretary holding membership from the Institute of Company Secretaries of India and also holds a bachelor's degree in commerce from University of Delhi. Previously, she was initially associated with our Company from September 2016 to August 2021 as executive director and The Indian Hotels Company Limited as a Management Trainee for 21 months till April 2023, where she managed secretarial and compliance work. She joined our Company on January 08, 2024.

**Rakesh Kumar Dubey**, aged 52 years, is the Non- Executive Independent Director of our company. He was appointed to our Board of Directors with effect from February 10, 2024, as Additional Non-Executive Independent Director and was re-designated as Non- Executive Independent Director on September 09, 2024. He passed the final degree examination of bachelor’s degree in commerce from University of Allahabad (1993), Master of Business Administration from Uttar Pradesh Technical University, Lucknow (India) (2003) and Bachelor of Legislative Law from CH. Charan Singh University, Meerut (2020). He was previously associated with S V Creditline Limited as Chief Executive Officer from December 2009 to June 2020. He is currently associated with Subhlakshmi Finance Private Limited as Chief Risk Officer.

**Ramesh Sharma**, aged 56 years, is the Non- Executive Independent Director of our company. He completed his Secondary School Examination from Central Board of Secondary Education. He was appointed to our Board of Directors with effect from February 10, 2024, as Additional Non-Executive Independent Director and was re-designated as Non- Executive Independent Director on September 09, 2024. He is the founder of M/s Unicom Express & Logistics Services established in since October 2003, where he has more than two decades of experience in the field of logistics, and He is also designated partner of Uphills Organics LLP since 2021 and Madhubees LLP since 2022 where he oversees the day-to-day operations of both LLPs.

**Confirmations:**

**a) Details of directorship in companies suspended or delisted**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

**b) Family Relationship between the Directors, Key Managerial Person and Senior Management Personnel**

Except as stated below, none of the Directors, Key Managerial Person and Senior Management Personnel of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Name	Relationship
Jagdish Chander Bhatt (Managing Director) and Pushpa Bhatt (Executive Director)	Husband- Wife
Jagdish Chander Bhatt (Managing Director) and Shivani Bhatt (Non-Executive Director)	Father-Daughter
Pushpa Bhatt (Executive Director) and Shivani Bhatt (Non-Executive Director)	Mother-Daughter

**c) Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.

We confirm that as on date of this Draft Red Herring Prospectus, none of our Directors, KMPs, SMPs have any conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of our Company).



- d) None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- e) None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.
- f) None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

#### **Service contracts with our directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

#### **Borrowing Powers**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an Extra ordinary general meeting held on August 22, 2024 our Board for borrowing monies is authorized to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 100 Crores for the Company and its subsidiaries taken together.

#### **Terms of appointment of Our Directors**

##### **(a) Terms of employment of our Executive Director**

##### **Jagdish Chander Bhatt, Managing Director**

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 22, 2024, Jagdish Chander Bhatt was appointed as the Managing Director of our Company for a period of 5 years with effect from August 22, 2024 to August 21, 2029. The terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The details of remuneration have been summarized below:

<b>Basic Salary</b>	Monthly Fixed Salary ₹ 5,00,000 /- per month.
<b>Commission/ Performance Incentives</b>	Not Exceeding 10% of the net profit of the Company in any financial year as the Board may determine from time to time; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.
<b>Perquisites</b>	Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
<b>Earned Leave</b>	As per the rules of the Company.
<b>Medical Reimbursement</b>	Reimbursement of expenses incurred for self and family as per the policy of the Company.
<b>Leave Travel Concession</b>	Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.  <b>Explanation:</b> Family means the spouse, the dependent children and dependent parents of the Director
<b>Minimum</b>	Where in any financial year during the currency of tenure of the Director, the

<b>Remuneration</b>	Company has no profits or its profits are inadequate, the company will pay remuneration by the way of salary and perquisites not exceeding the limits as specified above. The Board of the Directors shall have the liberty to alter and vary the aforesaid terms and conditions relating to remuneration in line with such amendments as may be made from time to time to the Companies Act, 2013.
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### **Pushpa Bhatt, Executive Director**

Pushpa Bhatt is the Promoter and Executive Director of our Company. She has been associated with our company since incorporation.

She is entitled to the following terms of remuneration, including her salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration have been summarized below:

<b>Basic Salary</b>	Monthly Fixed Salary ₹ 4,00,000/- per month.
<b>Commission/ Performance Incentives</b> <b>Linked</b>	Not Exceeding 6% of the net profit of the Company in any financial year as the Board may determine from time to time; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.
<b>Perquisites</b>	Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
<b>Earned Leave</b>	As per the rules of the Company.
<b>Medical Reimbursement</b>	Reimbursement of expenses incurred for self and family as per the policy of the Company.
<b>Leave Travel Concession</b>	Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.  <b>Explanation:</b> Family means the spouse, the dependent children and dependent parents of the Managing Director
<b>Minimum Remuneration</b>	Where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the company will pay remuneration by the way of salary and perquisites not exceeding the limits as specified above. The Board of the Directors shall have the liberty to alter and vary the aforesaid terms and conditions relating to remuneration in line with such amendments as may be made from time to time to the Companies Act, 2013.

### **(b) Sitting fees and commission to Non-Executive and Independent Directors**

Pursuant to a resolution passed by our Board of Directors dated September 07, 2024, our Non-Executive and Independent Directors are entitled to receive sitting fee of ₹ 5000 for attending each meeting of our Board and the committees constituted by our Board, respectively. Further, our Non-Executive and Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI LODR Regulations. Other than commission paid to Shivani Bhatt of ₹ 3,75,000 for the period ended June 30, 2024, our Company does not pay any remuneration to our Non-Executive and Non-Executive Independent Directors as an annual remuneration/ commission.

Except as disclosed above, our Company has not entered into any contract, appointing or fixing the remuneration of a director or manager in the two years preceding the date of this Draft Red Herring Prospectus.

### **Payments or benefits to our directors**

### (a) Remuneration to our Executive Directors

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors for the preceding two years:

(in ₹ lakhs)

Name of the Executive Director	Remuneration for period ended June 30, 2024	Remuneration for Fiscal 2024	Remuneration for Fiscal 2023	Remuneration For Fiscal 2022
Jagdish Chander Bhatt	15.45	61.80	32.40	18.00
Pushpa Bhatt	10.95	43.80	13.05	7.20

### (b) Non-Executive Directors:

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

### Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

### Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

### Shareholding of Directors in our Company

Except as disclosed, none of our directors hold any shares of the company as on the date of this Draft Red Herring Prospectus:

Particulars	Pre- issue		Post- issue	
	Number of shares	Percentage of holding	Number of shares	Percentage of holding
Jagdish Chander Bhatt	73,00,000	50.00%	[●]	[●]
Pushpa Bhatt	72,99,995	50.00%	[●]	[●]
Shivani Bhatt	1	Negligible	[●]	[●]

### Interests of our Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles of Association.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Association of the Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an officer or employee of the Company, shares received through conversion of loan into shares, rent deposit paid, rent received, reimbursement of expenses, loan received

and loan paid.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer “*Our Management - Shareholding of Directors in our Company*” beginning on page 167 of this Draft Red Herring Prospectus.

Other than our promoters, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

#### **Payment of benefits (non-salary related)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

#### **Changes in our Company’s Board of Directors during the last three (3) years**

Following are the changes in the Board of Directors during the last three (3) years:

<b>Name of Directors</b>	<b>Date of Appointment</b>	<b>Date of Change in designation</b>	<b>Date of cessation</b>	<b>Reasons for changes in the Board</b>
Jagdish Chander Bhatt	June 13, 2018	September 23, 2024	-	Re-designated as a Managing Director
Shivani Bhatt	January 08, 2024	September 23, 2024	-	Appointed as a Non-Executive Director
Rakesh Kumar Dubey	February 10, 2024	September 09, 2024	-	Appointed as an Independent Director
Ramesh Sharma	February 10, 2024	September 09, 2024	-	Appointed as an Independent Director

#### **COMPLIANCE WITH CORPORATE GOVERNANCE**

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the NSE Emerge Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including the constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board’s supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

#### **Constitutions of Committees**

Our Company has constituted the following committees:

##### **1. Audit Committee**

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on September 07, 2024, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Rakesh Kumar Dubey	Non-Executive Independent Director	Chairperson
Ramesh Sharma	Non-Executive Independent Director	Member
Jagdish Chander Bhatt	Managing Director	Member

The Company Secretary of our Company shall act as Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

**Terms of reference:**

**Role of Audit Committee**

The scope of audit committee shall include, but shall not be restricted to, the following:

1. Oversight of company's financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. Examining and 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, 2013.
  - 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. Modified opinion(s) in the draft audit report.
7. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  10. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
  11. Scrutiny of inter-corporate loans and investments;
  12. Valuation of undertakings or assets of the Company, wherever it is necessary;
  13. Evaluation of internal financial controls and risk management systems;
  14. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  15. 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;
  16. Discussion with internal auditors of any significant findings and follow up thereon;
  17. 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;
  18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  19. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
  20. To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
  21. To review the functioning of the whistle blower mechanism;
  22. Monitoring the end use of funds raised through public issue and related matters;
  23. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

24. Approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
25. Reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;
26. Carrying out any other functions required to be carried out as per the terms of reference of the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
27. Considering and commenting on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its members;
28. To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and
29. Such roles as may be prescribed under the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions;
30. Approve all related party transactions and subsequent material modifications.

#### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Management Discussion and analysis of financial condition and result of operation;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee;
5. Statement of deviations in terms of SEBI Listing Regulations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of Regulation 32(1) of the SEBI Listing Regulations; and
  - b) annual statement of funds utilised for purposes other than those stated in the Offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
6. Review the financial statements, in particular, the investments made by any unlisted subsidiary.

#### **Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;

3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

## 2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated September 07, 2024. The constituted Stakeholders Relationship Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Shivani Bhatt	Non-Executive Director	Chairperson
Ramesh Sharma	Non-Executive Independent Director	Member
Jagdish Chander Bhatt	Managing Director	Member

The Company Secretary of our Company shall act as Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

### Terms of Reference

1. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
3. To review measures taken for effective exercise of voting rights by members;
4. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
5. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
6. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent of the Company and to recommend measures for overall improvement in the quality of investor services;



7. To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the members of the company; and
8. Carrying out such other functions as may be specified by the Board from time to time or specified / provided under the Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated September 07, 2024. The Nomination and Remuneration Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Ramesh Sharma	Non-Executive Independent Director	Chairperson
Rakesh Kumar Dubey	Non-Executive Independent Director	Member
Shivani Bhatt	Non-Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

#### The terms of reference:

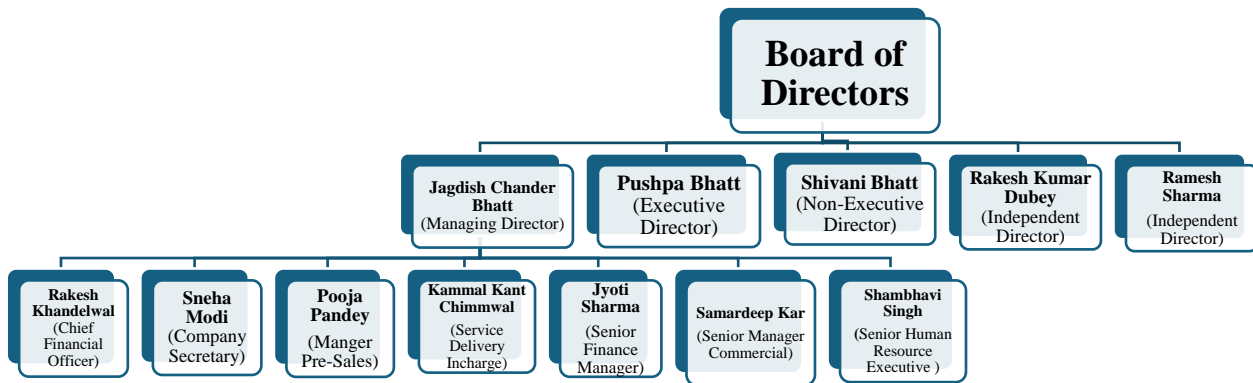
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.
2. Formulating criteria for evaluation of performance of independent directors and the Board;
  3. Devising a policy on Board diversity;
  4. Identifying persons who are qualified to become directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out effective evaluation of performance of Board, its committees and individual directors (including independent directors) to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

5. Analysing, monitoring and reviewing various human resource and compensation matters;
6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
9. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
10. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
11. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
12. Administering monitoring and formulating detailed terms and conditions the employee stock option scheme/ plan approved by the Board and the members of the Company in accordance with the terms of such scheme/ plan ("**ESOP Scheme**"), if any
13. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/ or rescinding rules and regulations relating to the administration of the ESOP Scheme;
14. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
15. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may;
  - a. use the services of an 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.
16. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

## Management Structure



### Profiles of our Key Managerial Personnels

The Key Managerial Personnels of our Company other than our Managing Director are as follows:

In addition to Jagdish Chander Bhatt, our Managing Director, whose details are set out under “*Our Management-Brief Profile of our Directors*” on page 163, the details of the Key Management Personnel, as on the date of this Draft Red Herring Prospectus, are set out below.

**Rakesh Khandelwal**, aged 40 years, is the Chief Financial Officer of our Company. He passed the final degree examination of Master of Business Administration from University of Rajasthan, in the year 2007. He holds Chartered Accountant from the Institute of Chartered Accounts of India, in the year 2009. He was associated with our Company since December 05, 2024, in the capacity of Chief Financial Officer. In the past, he was associated with Carrylon Accounting Services Private Limited as Manager-Finance and Accounts from April 2023-August 2024, M/s Jajoo Exports from July 2018-July 2021, M/s Goyal Darda & Company as Manager-Audit and Taxation from August 2021-March 2023, M/s K.K. Khandelwal & Co. as consultant from February 2014-June 2018 and M/s A.R. Gupta & Co. from October 2009-June 2014. He has experience of more than a fourteen in the field of Tax & Audit and therefore has not received any remuneration in the said capacity during the Fiscal 2023.

**Sneha Modi** aged 34 years, is the Company Secretary and Compliance Officer of our Company. She passed the final degree examination of bachelor’s degree from Rachi University, in the year 2011. She was awarded a provisional degree certificate in law from Chaudhary Charan Singh University, in the year 2019. She has been associated with our Company since December 05, 2024. She has previously worked as a company secretary in BF Infrastructure Limited from June 2016 - December 2024, Shilpi Cable Technologies Limited from February 2014-

June 2016. She is responsible for handling secretarial matters of our Company and has more than nine years of experience in secretarial and compliance matters.

### **Profiles of our Senior Management Team**

The strength of our team defines our growth and capability. We are proud to have a strong leadership team of senior management persons who adds value to our Company and business operations. A brief profile of such personnel is as under:

**Pooja Pandey** is the Manager Pre-Sales of our Company. She has been associated with our Company since May 16, 2022. She holds a degree of Bachelor of Technology in Electronics & Communication Engineering. She has a total of 7 years of experience, having worked as a Network Engineer (Pre-sales) at Artek Enterprises Private Limited from July 2017 to July 2018, followed by employed at Unique Corporation from August 2018 to May 2022. She has been instrumental in government tendering, crafting compliance sheets, and collaborating closely with Original Equipment Manufacturers (OEMs). For the fiscal year 2024-2025, her annual remuneration will be ₹ 15.70 Lakhs.

**Jyoti Sharma** is the Senior Finance Manager of our Company. She has been associated with our company since January 17, 2024. She is the Fellow Member of the Institute of Cost Accountants of India, Associate Member of the Institute of Company Secretaries of India and holds Master of Business Administration degree. She has an overall experience of 11 years in accounting, Finance and Taxation. Prior to joining us, she served as the Finance Manager at Reelay eCommerce India Private Limited from October 2022 to January 2024 and worked with The Institution of Electronics and Telecommunication Engineers (India) from October 2019 to September 2022. She has also worked with Chambal Fertilisers and Chemicals Limited from January 2013 to August 2014 and with Zuari Agro Chemicals Limited- Adventz from January 2016 to September 2019. For the financial year 2024-2025, her annual remuneration will be ₹ 11.55 lakhs.

**Shambhavi Singh** is the Senior Human Resource Executive of our Company. She has been associated with our company since June 17, 2024. She holds Bachelor of Technology in Electronics and Communication Engineering and Master of Business Administration in Human Resources Management. She was with Hyno Technologies LLP from November 2021 to August 2023 as an intern and continued her tenure from September 2023 to June 2024 as a Human Resources Associate. For the financial year 2024-2025, her annual remuneration will be ₹ 5.70 lakhs.

**Kamal Kant** is the Service Delivery Incharge of our Company. He has been associated with our company since November 25, 2021. He has cleared Bachelor of Science from Kumaun University, Nainital. He was associated with Religare Technologies Limited from September 2007 to October 2011, HCL Services Limited as Senior Technical Support Engineer from November 2011 to October 2016 and Randstad India Limited as a Senior System Administrator from November 2016 to October 2017. For the financial year 2024-2025, his annual remuneration will be ₹ 9.85 lakhs.

**Samardeep Kar** is the Senior Commercial Manager of our Company. He has been associated with NewGen IT since June 14, 2021. He holds a degree of Bachelor of Technology in Electronics & Communication Engineering. He has more than 11 years of experience in the field of purchase for sourcing & procurement of IT hardware, software as well as other services. Prior to joining us, he served as Assistant Manager Purchase & Alliances at TechNexa Technologies Private Limited from June 2020 to October 2020, Velocis Systems Private Limited as a Senior Executive from April 2016 to September 2019, Kritikal Solutions Private Limited as Executive Purchase from March 2015 to April 2016, Score Information Technologies Limited as a Purchase Executive from November 2013 to March 2015 and Maxgtech Engineering Private Limited as a Purchase Engineer from September 2012 to November 2013. For the financial year 2024-2025, his annual remuneration will be ₹ 9.70 lakhs.

### **Relationship amongst the Key Managerial Personnel and Senior Management Personnel of our Company**

Except as disclosed in “*Family Relationship between the Directors, Key Managerial Personnel and Senior Management Personnel*” on page 164 of this Draft Red Herring Prospectus, none of our Key Managerial Personnel or Senior Management are related to each other or any of our Directors.

### **Status of Key Management Personnel in our Company**

All our key managerial personnel are permanent employees of our Company.

### **Contingent and deferred compensation payable to KMPs and SMPs**

None of our Key Managerial Personnel and Senior Management were entitled for any contingent or deferred compensation for the period ended June 30, 2024.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel and Senior Management Personnel have entered into any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red Herring Prospectus.

### **Bonus or profit-sharing plan of the Key Managerial Personnel**

Our Company does not have a profit sharing plans for the Key Management Personnel and Senior Management Personnel.

### **Shareholding of Key Management Personnel and Senior Management Personnel in our Company**

Except for Jagdish Chander Bhatt who holds 73,00,000 Equity Shares, constituting 50.00% and Pushpa Bhatt who hold 72,99,995 Equity Shares, constituting 50.00% of total paid-up share capital of our company, none of our Key Managerial Personnel and Senior Management Personnel holds Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 77 of this Draft Red Herring Prospectus.

### **Interest of Key Managerial Personnel and Senior Management Personnel**

Except as disclosed in this Draft Red Herring Prospectus, the Key Managerial Personnel and Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Employee Stock Option Plan**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Red Herring Prospectus.

### **Payment of Benefits to of our KMPs and SMPs (non-salary related)**

Except as disclosed in this Draft Red Herring Prospectus other than any statutory payments made by our Company to its KMPs and SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Information*” beginning on page 190 of this Draft Red Herring Prospectus.

### Service Contracts of the Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel are governed by the terms of their respective appointment letters/resolutions of our Board in relation their terms of appointment and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

### Changes in Our Company's Key Managerial Personnel during the last three years

Name of KMPs	Date of Change in Designation	Reasons for change in KMPs
Jagdish Chander Bhatt	August 22, 2024	Re-designated as Managing Director
Rakesh Khandelwal	December 05, 2024	Appointed as Chief Financial Officer
Sneha Modi	December 05, 2024	Appointed as Company Secretary and Compliance Officer

### Changes in Our Company's Senior Management Personnel during the last three years:

Name of SMPs	Designation	Date of Change	Reasons for change in SMPs
Jyoti Sharma	Finance Department	January 17, 2024	Appointed as Senior Manager-Finance Department
Samardeep Kar	Senior Manager (Commercial)	May 01, 2024	Promoted from Manager IT Procurement - Senior Manager Commercial
Arti Goswami	Sr. Manager- HR	May 01, 2024	Resigned from company
Shambhavi Singh	HR Department	June 17, 2024	Appointed as Senior Executive HR
Nitesh Rawat	Assistant Manager-Finance	June 07, 2024	Resigned from company
Pooja Pandey	Pre- Sales Department	July 01, 2024	Re-designated from Assistant Manager Pre-Sales to Manager Pre-Sales



## OUR PROMOTERS AND PROMOTER GROUP


### Promoters

Jagdish Chander Bhatt, Pushpa Bhatt and Shivani Bhatt are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our promoters hold 1,45,99,996 Equity Shares in aggregate, representing 100.00% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 77 of this Draft Red Herring Prospectus.

The details of our individual promoters are as under:

Jagdish Chander Bhatt	
	<p><b>Jagdish Chander Bhatt</b>, aged 57 years, is the promoter of our company designated as Managing Director.</p> <p>For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 161.</p>
	<b>Date of Birth:</b> July 13, 1967
	<b>Address:</b> L- 1/238B, DDA Flats, Kalkaji, South Delhi, Delhi- 110019, India.
	<b>PAN:</b> AJEPB9024A
	<p><b>Interest in other entities:</b></p> <ul style="list-style-type: none"> <li>• VCARE Technologies Pvt. Ltd. (Hong Kong)</li> <li>• NewGen IT Solutions &amp; Services Pte Ltd. (Singapore)</li> <li>• NewGen IT Solutions &amp; Services (United Arab Emirates)</li> <li>• NewGen IT Solutions &amp; Services Limited (United Kingdom)</li> <li>• VCARE Technologies Inc (United States of America)</li> <li>• NewGen IT Solutions &amp; Services Pty Ltd, (Australia)</li> <li>• Himalyan Agro Products and Services Private Limited</li> <li>• Late Smt Jeevanti Devi Bhatt Memorial Trust</li> </ul>
Pushpa Bhatt	
	<p><b>Pushpa Bhatt</b>, aged 50 years, is the promoter of our company designated as Executive Director.</p> <p>For further details in respect of her date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 161.</p>
	<b>Date of Birth:</b> July 07, 1974
	<b>Address:</b> L- 1/238B, DDA Flats, Kalkaji, South Delhi, Delhi- 110019, India
	<b>PAN:</b> AXJPB6017A
	<p><b>Interest in other entities:</b></p> <ul style="list-style-type: none"> <li>• Himalyan Agro Products and Services Private Limited</li> <li>• Late Smt Jeevanti Devi Bhatt Memorial Trust</li> </ul>
Shivani Bhatt	
	<p><b>Shivani Bhatt</b>, aged 27 years, is the promoter of our company designated as Non- Executive Director.</p>

	For further details in respect of her date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “ <i>Our Management</i> ” on page 161.
	<b>Date of Birth:</b> September 06, 1997
	<b>Address:</b> L- 1/238B, DDA Flats, Kalkaji, South Delhi, Delhi- 110019, India.
	<b>PAN:</b> CHYPB2492N
	<b>Interest in other entities:</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul>

### Other Undertakings

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.

### Change in Control of our Company:

The original promoters of our company were Jagdish Chander Bhatt and Pushpa Bhatt holding 5,000 equity shares each. On March 31, 2024, Pushpa Bhatt transferred 1 share to Shivani Bhatt. Currently, the Promoters of the Company are Jagdish Chander Bhatt, Pushpa Bhatt and Shivani Bhatt holding 73,00,000 equity shares 72,99,995 equity shares and 1 equity share, respectively.

### Experience of our Promoters in the business of our Company

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “*Our Management*” beginning on page 161 of this Draft Red Herring Prospectus.

### Interest of Promoters

None of our Promoters have any interest in our Company except to the extent of compensation payable/ paid, loans repaid by the Company, commission and reimbursement of expenses, if applicable and to the extent of any equity shares held by them or their relatives to the extent of benefits arising out of such shareholding. For further details please refer the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page 77, 190 and 161 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

We confirm that there are no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of our Company) and our Promoters and Promoter Group.

### Interest of Promoters in the Promotion of our Company



Our Company is currently promoted by the promoters in order to carry on its present business. Our promoters are interested in our Company to the extent of their shareholding and shareholding of their relatives and directorship in our Company and the dividend declared, if any, by our Company. For further details, see “*Capital Structure*”, “*Our Management*”, “*Summary of the Document*” and “*Financial Information*” beginning on pages 77, 161, 25 and 190, respectively of this Draft Red Herring Prospectus.

### **Interest of Promoters in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

### **Interest of Promoters in our Company other than as a Promoters**

The Promoters of our Company, including the Managing Director (Jagdish Chander Bhatt) and Executive Director (Pushpa Bhatt) are interested in the Company to the extent of the remuneration paid to them. Additionally, the Non-Executive Director (Shivani Bhatt) is interested only to the extent of applicable sitting fees, commission paid and reimbursement of expenses incurred in her role. For further details, please refer to the “*Our Management*” section on page 161 of this Draft Red Herring Prospectus.

### **Related Party Transactions**

Except as stated in the Chapter titled “*Financial Information*” on page 190 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

### **Common Pursuits of Promoters and Promoter Group Companies**

Our Promoters are interested in Promoter Group Entities i.e. NewGen IT Solutions & Services Pte Ltd. (Singapore), VCARE Technologies Private Limited (Hong kong), NewGen IT Solutions & Services (United Arab Emirates), NewGen IT Solutions & Services Ltd. (United Kingdom), VCARE Technologies Inc. (United States of America), NewGen IT Solutions & Services Pty Ltd. (Australia), that are engaged in similar line of business. For further information on common pursuits and risks associated, please refer risk factor on ‘conflicts of interest’ in chapter titled “*Risk Factors*” beginning on page 32 of this Draft Red Herring Prospectus.

### **Payment of amounts or benefits to the Promoters or Promoter Group during the last two years**

Except as stated in the Chapter titled “*Financial Information*” on page 190 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus.

### **Guarantees provided by our Promoters**

Except as stated in the chapter titled “*Financial Indebtedness*” and section titled “*Restated Financial Information*” beginning on page 246 and 190 of this Draft Red Herring Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

## **OUR PROMOTER GROUP**

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

### **A) Natural Persons who are part of the Promoter Group:**

Relationship with the Promoters	Jagdish Chander Bhatt	Pushpa Bhatt	Shivani Bhatt
Father	Bhola Dutt Bhatt	Late Nand Kishore Pandey	Jagdish Chander Bhatt
Mother	Late Jeevanti Devi Bhatt	Late Leela Devi Pandey	Pushpa Bhatt
Spouse	Pushpa Bhatt	Jagdish Chander Bhatt	-
Brother	Madan Mohan Bhatt	Mohan Chand	Shivam Bhatt
	Chander Shekher Bhatt	Leeladhar Pandey	-
	-	Radha Krishan	-
Sister	-	Nirmala Devi	-
Son	Shivam Bhatt	Shivam Bhatt	-
Daughter	Shivani Bhatt	Shivani Bhatt	-
Spouse's Father	Late Nand Kishore Pandey	Bhola Dutt Bhatt	-
Spouse's Mother	Late Leela Devi Pandey	Late Jeevanti Devi Bhatt	-
Spouse's Brother	Mohan Chand	Madan Mohan Bhatt	-
	Leeladhar Pandey	Chander Shekher Bhatt	-
	Radha Krishan	-	-
Spouse's Sister	Nirmala Devi	-	-

#### B) Companies / entities forming part of the Promoter Group

Sr. No.	Name of the entities
1.	Himalyan Agro Products and Services Private Limited
2.	VCARE Technologies Pvt. Ltd. (Hong Kong)
3.	NewGen IT Solutions & Services Pte. Ltd. (Singapore)
4.	NewGen IT Solutions & Services (United Arab Emirates-Sole Proprietary Concern)
5.	NewGen IT Solutions & Services Limited (United Kingdom)
6.	VCARE Technologies INC. (United States of America)
7.	NewGen IT Solutions & Services Pty Ltd, (Australia)
8.	Late Smt Jeevanti Devi Bhatt Memorial Trust
9.	MLA Foams and Tapes Co. (Proprietorship)

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

#### Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please refer the chapter titled “*Capital Structure*” beginning on page 77 of this Draft Red Herring Prospectus.

#### Companies with which the Promoters have disassociated in the last three years

Our promoters have not been disassociated from any of the entities in the preceding three years.

#### Other Confirmations

Neither our Promoters nor members of the Promoters’ Group have been declared as wilful defaulters by the RBI or any other governmental authority nor there are any violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoters nor entities forming part of our Promoters' Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoters and members of the Promoters' Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus against our Promoters.

We confirm that as on date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Promoters or members of our Promoter Group.

## OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of ‘group companies’, our Company has considered such companies with which there were related party transactions during the period for which Restated Financial Statements has been disclosed in this Red Herring Prospectus, as covered under the applicable accounting standards.

Accordingly, all such companies with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

Accordingly following are Group Companies:

### **I. Details in relation to Group Companies:**

As on the date of this Draft Red Herring Prospectus, our Company has below group companies:

1. Himalyan Agro Products and Services Private Limited
2. NewGen IT Solutions and Services Pte Limited
3. VCARE Technologies Inc
4. VCARE Technologies Private Limited

#### **1. Himalyan Agro Products and Services Private Limited (HAPSPL)**

##### *Corporate information*

HAPSPL was originally incorporated as “Himalyan Agro Products and Services Private Limited” on July 27, 2020 as a private limited company under the provisions of the Companies Act, 2013 pursuant to Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre bearing Corporate Identification Number U15490DL2020PTC366879.

##### *Nature of Business*

HAPSPL is engaged in the business of manufacturing of food products and beverages, food processing that covers activities such as agriculture, horticulture, plantation, animal husbandry and fisheries, agro based food processing originating from agricultural farm, aqua cultural sources, livestock and forests for their conservation, handling and value-addition to make them usable as food, feed, fiber, fuel or industrial raw materials. To process food that includes various steps such as backing, drying, fermentation, malting and other packaging techniques.

##### *Promoters*

1. Jagdish Chander Bhatt
2. Pushpa Bhatt

##### *Board of Directors*

1. Jagdish Chander Bhatt
2. Pushpa Bhatt

##### *Capital structure*

The details of the capital structure are as follows:

Particulars	Aggregate Nominal Value (Amount in ₹)
<b>Authorised Capital</b>	
10,000 shares of ₹ 10 each	1,00,000
<b>Issued, Subscribed and Paid- Up Capital</b>	
10,000 shares of ₹ 10 each	1,00,000

### *Shareholding pattern*

Sr. No.	Name of Shareholders	Number of Shares	Percentage of total Capital
1.	Jagdish Chander Bhatt	5,000	50.00%
2.	Pushpa Bhatt	5,000	50.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

### *Financial performance*

HAPSPL has a website namely [www.himalyanagro.com](http://www.himalyanagro.com). Accordingly, the details of the financial statements of HAPSPL for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 in terms of the SEBI ICDR Regulations are available on their website i.e. at [www.himalyanagro.com](http://www.himalyanagro.com).

## **2. NewGen IT Solutions and Services Pte Limited (NISSPL)**

### *Corporate information*

NISSPL is a company domiciled in Singapore incorporated on October 21, 2015, pursuant to Registration number 201538296R issued by Accounting and Corporate Regulatory Authority (ACRA). Its registered office is at 30, Cecil Street, #19-08, Prudential Tower, Singapore-049712.

### *Nature of Business*

NISSPL is engaged in the business of Information Technology and Computer Service Activities e.g. Disaster Recovery Services and IT Manpower contracting services.

### *Board of Directors*

Jagdish Chander Bhatt

### *Capital structure*

The details of the capital structure are as follows:

Particulars	Aggregate Nominal Value (Amount in \$)
37,450 ordinary shares of USA Dollar 1 each	37,450

### *Shareholding pattern*

Sr. No.	Name of Shareholders	Number of Shares	Percentage of total Capital
1.	Jagdish Chander Bhatt	37,450	100.00%
	<b>Total</b>	<b>37,450</b>	<b>100.00%</b>

### *Financial performance*

NISSPL does not have a website. Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the financial statements of NISSPL for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 in terms of the SEBI ICDR Regulations are available on our company's website at [www.newgenit.com](http://www.newgenit.com).

### 3. VCARE Technologies Inc (VTI)

#### *Corporate information*

VTI is a company domiciled in United States of America incorporated on July 15, 2020, pursuant to Registration number 85-2710475 issued by the Department of the Treasury Internal Revenue Service, CINCINNATI OH- 45999-0023. Its registered office is at 651 N. Broad St. Suite 205, Middletown DE 19709, USA.

#### *Nature of Business*

VTI is engaged in the business of software consulting.

#### *Board of Directors*

Jagdish Chander Bhatt

#### *Capital structure*

The details of the capital structure are as follows:

Particulars	Aggregate Nominal Value (Amount in \$)
<b>Authorised Capital</b>	
10,000 shares of USA dollars 0.01 each	100
<b>Subscribed and Paid- Up Capital</b>	
10,000 shares of USA dollars 0.01 each	100

#### *Shareholding pattern*

Sr. No.	Name of Shareholders	Number of Shares	Percentage of total Capital
1.	Jagdish Chander Bhatt	10,000	100.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

#### *Financial performance*

VTI does not have a website. Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the financial statements of VTI for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 in terms of the SEBI ICDR Regulations are available on our company's website at [www.newgenit.com](http://www.newgenit.com).

### 4. VCARE Technologies Private Limited (VTPL)

#### *Corporate information*

VTPL is a company domiciled in Hong Kong incorporated on February 23, 2016, pursuant to number 2341575 issued by Registrar of Companies, Hong Kong Special Administrative Region. Its registered office is at 8<sup>th</sup> Floor, China Hong Kong Tower, 8-12 Hennessy Road, Wan Chai, Hong Kong.

### ***Nature of Business***

VTPL is engaged in the business of IT Solutions and Consulting services.

### ***Board of Directors***

Jagdish Chander Bhatt

### ***Capital structure***

The details of the capital structure are as follows:

<b>Particulars</b>	<b>Aggregate Nominal Value (Amount in HKD)</b>
<b><i>Authorised Capital</i></b>	
10,000 shares of HKD 1 each	10,000
<b><i>Subscribed and Paid- Up Capital</i></b>	
10,000 shares of HKD 1 each	10,000

### ***Shareholding pattern***

<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares</b>	<b>Percentage of total Capital</b>
1.	Jagdish Chander Bhatt	10,000	100.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

### ***Financial performance***

VTPL does not have a website. Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the financial statements of VTPL for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 in terms of the SEBI ICDR Regulations are available on our company's website at [www.newgenit.com](http://www.newgenit.com).

### ***Outstanding Litigation involving the Group Companies***

Except mentioned in Chapter "Outstanding Litigation and Other Material Developments", there are no pending litigation involving the group company which may have a material impact on our Company.

For details of litigation involving the Group Companies, kindly refer to chapter "Outstanding Litigation and Other Material Developments" on page no 247 of this Draft Red Herring Prospectus.

### ***Significant Adverse Factors relating to Group Companies***

#### ***Common Pursuits***

Except for Himalyan Agro Products and Services Private Limited, our other Group Companies are engaged in business activities similar to that of our Company. We adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

### ***Related business transactions within our Group Companies and significance on the financial performance of the Company***

Other than the transactions as disclosed under “*Restated Financial Statements*” on page 190, there are no other related business transactions within the Group Companies that may have significance on the financial performance of our Company.

***Business Interest***

Other than as disclosed under “*Restated Financial Statements*” on page 190 there are no other business interests of our Group Companies in our Company.

***Other Confirmations***

Our Company hereby confirms that:

1. Our Group Companies do not hold any Equity Shares, warrants/convertible securities in our Company as of the date of this Draft Red Herring Prospectus.
2. Our Group Companies are not a listed entity on any stock exchange in India or abroad and have not made any public or rights issue in preceding three years.
3. Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, or any other contract, agreement or arrangement entered into by our Company, and no payments have been made or are proposed to be made in respect of any such contracts, agreements or arrangements, by any of our Group Companies.
4. Our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.
5. We confirm that as on date of this Draft Red Herring Prospectus, none of our Group Companies have any conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of our Company).



## 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 Articles of Association give our shareholders the right to decrease but not to increase the amount of the dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also give the discretion to our Board of Directors to declare and pay interim dividends.

The dividend, if any, will depend on several 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 since incorporation. is no guarantee that any dividends will be declared or paid in future. For further details, please refer to section titled “*Restated Financial Information*” beginning on page 190 of this Draft Red Herring Prospectus.

**SECTION VI- FINANCIAL INFORMATION**  
**RESTATED FINANCIAL INFORMATION**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION**

To the Board of Directors of NewGen IT Technologies Limited  
(Formerly known as "VCARE InfoTech Solutions & Services Pvt. Ltd"),

1. We have examined the attached Restated Standalone financial statements of **NewGen IT Technologies Limited** (Formerly known as "VCARE InfoTech Solutions & Services Pvt. Ltd"), (hereinafter referred to as "**the Company**") (formed by conversion of a Private Limited Company i.e. **NewGen IT Technologies Private Limited**", under the provisions of Companies Act, 2013 on July 10, 2024) comprising the Restated Statement of Assets and Liabilities as at June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period ended June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 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 at their meeting held on December 11<sup>th</sup>, 2024 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 part I of chapter III of the Companies Act, 2013 including Rules thereon, as amended ("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 5<sup>th</sup> December, 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 Note 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 Note")
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, NCT Delhi and Haryana in connection with the proposed SME IPO. The Restated Standalone 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 Note.
  3. We, **M/s Rajput Jain and Associates**, Chartered Accountants a peer reviewed firm by the Institute of Chartered Accountants of India (ICAI) and holds the peer review certificate dated 20th October, 2023 valid till 30th September, 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 Standalone Financial Statement have been compiled by the management of the company from Audited Financial Statements of the company as at and for the period ended on June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 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 Note and Engagement Letter, we report that:
  - (i) The “**Restated Statement of Asset and Liabilities**” of the Company as at June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 2022 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** 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 notes 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<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 2022 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** 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 notes to the restated summary statements to this report.
  - (iii) The “**Restated Statement of Cash Flows**” of the Company for the period ended on June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 2022 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** 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 notes 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 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 to which they relate and there are no qualifications which require adjustments and
  - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments
  - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the period ended on June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023 and March 31<sup>st</sup>, 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 Notes to Accounts as set out in **Annexure IV& Annexure V** to this report.
7. Audit of **NewGen IT Technologies Limited** (Formerly known as "VCARE InfoTech Solutions & Services Pvt. Ltd", erstwhile Private Limited 'NewGen IT Technologies Private Limited') for the period ended on June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup> 2023 and March 31<sup>st</sup>, 2022 is Conducted by us and accordingly reliance has been placed on the financial information examined by them for the said period.
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 June 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, March 31<sup>st</sup>, 2023, and March 31<sup>st</sup>, 2022 proposed to be included in the Draft Offer Document/ Offer Document.

**Annexure to Restated Financial Statements of the Company: -**

<b>S.N.</b>	<b>Particulars of Annexures</b>	<b>Annexure</b>
I	Summary Statement of Assets & Liabilities	I
II	Summary Statement of Profit and Loss	II
III	Summary Statement of Cash Flow	III
IV	Restated Significant Accounting Policies & Notes to Accounts	IV
V	Notes to Accounts to Restated Financial Statement	V
	<b>No.</b>	<b>Particulars of Notes to Annexure V</b>
	i.	Non-Adjustment Items
	ii.	Material Regrouping
	iii.	Payable to MSME
	iv.	Material Adjustments in Restated Profit & Loss Account
	v.	Material Adjustments in Restated Total Equity
	vi.	Impact of restatement adjustments
	vii.	Reconciliation of restated Equity/ Networth
	viii.	Explanatory notes for the restatement adjustments
	ix.	Share Capital
	x.	Reserve and Surplus
	xi.	Long Term Borrowings and advances
	xii.	Statement of Long Term Provision
	xiii.	Short-Term Borrowings
	xiv.	Statement of Trade Payables
	xv.	Statement of Other Current Liabilities
	xvi.	Statement of Short Term Provisions
	xvii.	Property, Plant and Equipment and Intangible Assets
	xviii.	Statement of Long Term Loans & Advances
	ixx.	Statement of Non- Current Assets
	xx.	Statement of Current Investments
	xxi.	Statement of Trade Receivables
	xxii.	Statement of Cash & Cash Equivalents
	xxiii.	Statement of Short-Term Loan & Advances
		<b>Note</b>
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<b>Sr. No.</b>	<b>Particulars of Notes to Annexure V</b>	<b>Note</b>
xxiv.	Statement of Other Current Assets	24
xxv.	Statement of Inventories	25
xxvi.	Statement of Revenue and Operations	26
xxvii.	Statement of Other Income	27
xxviii.	Cost of Revenue from Operations	28
xxix.	Employee Benefit Expenses	29
xxx.	Finance Cost	30
xxxi.	Depreciation and Amortization	31
xxxii.	Other Expenses	32
xxxiii.	Tax Expenses	33
xxxiv.	Deferred Tax	34
xxxv.	Statement of Mandatory Accounting Ratios	35

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 Standalone financial statements mentioned above.
10. The preparation and presentation of the Restated 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 Restated 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 restated financial information contained in Annexure I to V of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV & V 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 Note.
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.

**For Rajput Jain & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 015341C**

**Swatantra Kumar Singh**  
Partner  
(M.No. 506088)

**Place:** New Delhi  
**Date:** 11.12.2024  
**UDIN:** 24506088BKCWTF5752

**Annexure 1**

**Restated Statement of Assets and Liabilities**

(Amounts Rs. in Lacs unless otherwise stated)

Particulars	Note No.	Standalone As at			
		30.06.2024	31.03.2024	31.03.2023	31.03.2022
<b>A. EQUITY AND LIABILITIES</b>					
<b>1. Shareholders' funds</b>					
a) Share capital	9	1,200.00	1,200.00	10.00	10.00
b) Reserves and surplus	10	562.53	434.95	792.66	281.40
<b>Total (A)</b>		<b>1,762.53</b>	<b>1,634.95</b>	<b>802.66</b>	<b>291.40</b>
<b>2. Non-current liabilities</b>					
a) Long-term borrowings	11	-	-	-	14.65
b) Other Long term provisions	12	-	-	-	-
<b>Total (B)</b>		-	-	-	14.65
<b>3. Current liabilities</b>					
a) Short-term borrowings	13	215.35	977.68	390.93	35.80
b) Trade payables	14				
- To MSME		158.93	211.32	180.84	22.81
- To Other than MSME		2,110.77	3,082.73	969.41	275.60
c) Other current liabilities	15	33.86	68.98	139.62	55.16
d) Short-term provisions	16	214.59	284.67	172.03	55.98
<b>Total (C)</b>		<b>2,733.50</b>	<b>4,625.37</b>	<b>1,852.83</b>	<b>445.35</b>
<b>Total Equity and Liabilities (A+B+C)</b>		<b>4,496.03</b>	<b>6,260.32</b>	<b>2,655.49</b>	<b>751.39</b>
<b>B. ASSETS</b>					
<b>1. Non-current assets</b>					
a) Property, plant and equipment					
- Tangible assets	17	54.47	58.68	40.10	26.42
b) Deferred Tax Assets (Net)	34	5.21	4.95	2.84	2.76
c) Long-term loans and advances	18	-	-	-	-
d) Non Current Investments	19	102.16	108.97	-	-
<b>Total (A)</b>		<b>161.83</b>	<b>172.59</b>	<b>42.94</b>	<b>29.17</b>
<b>2. Current assets</b>					
a) Current Investment	20	829.90	811.80	1,474.75	16.43
b) Trade receivables	21	2,698.62	4,616.45	903.21	610.13
c) Cash and cash equivalents	22	90.26	55.56	55.18	36.15
d) Short-term loans and advances	23	350.64	371.12	66.75	7.02
e) Other current assets	24	364.77	232.80	112.66	52.48
f) Inventories	25	-	-	-	-
<b>Total (B)</b>		<b>4,334.20</b>	<b>6,087.72</b>	<b>2,612.55</b>	<b>722.21</b>
<b>Total Assets (A+B)</b>		<b>4,496.03</b>	<b>6,260.32</b>	<b>2,655.49</b>	<b>751.39</b>

The above statement should be read with Basis of Preparation, Significant Accounting Policies and Notes to Restated Financial Information appearing In appearing in Annexure 4 and Adjustments to Audited Financial Statements appearing in Annexure 5 and Reconciliation of restated Equity/ Networth appearing in Annexure 6  
This is Restated Statement of Assets and Liabilities referred to in our report of even date.

**For Rajput Jain & Associates**

**Chartered Accountants**

**FRN: 0015341C**

**For & on behalf of the Board of Directors of**

**NewGen IT Technologies Limited**

**Swatantra Kumar Singh**

**Partner**

**M.No: 506088**

**Place : New Delhi**

**Date:**

**UDIN No :**

**Place: New Delhi**

**Date: 11.12.2024**

**UDIN No :24506088BKCWTF5752**

**Jagdish Chander Bhatt**

**Director**

**DIN: 07378159**

**Pushpa Bhatt**

**Director**

**DIN: 07406978**

**Rakesh Khandelwal**

**CFO**

**PAN:AXNPK1396F**

**Sneha Modi**

**Company Secretary**

**ACS 34158**

**NewGen IT Technologies Limited**  
**Formerly known as "VCARE InfoTech Solutions & Services Pvt. Ltd."**

CIN:U32200DL2016PLC291211

**Annexure II**

**Restated Statement of Profit and Loss**

(Amounts Rs. in Lacs unless otherwise stated)

Particulars	Note No.	Standalone for the period ending on			
		30.06.2024	31.03.2024	31.03.2023	31.03.2022
<b>A. INCOME</b>					
Revenue from operations	26	703.43	9,293.37	5,529.58	2,403.01
Other income	27	38.03	100.41	171.18	39.05
<b>Total Income</b>		<b>741.46</b>	<b>9,393.78</b>	<b>5,700.76</b>	<b>2,442.06</b>
<b>B. EXPENDITURE</b>					
Cost of revenue from operations	28	400.79	7,471.61	4,557.07	1,920.10
Employee benefit expenses	29	74.87	421.74	252.30	190.67
Finance costs	30	28.15	59.23	13.63	0.74
Depreciation and amortization expense	31	5.88	32.79	22.97	18.31
Administrative Expenses	32	61.28	296.08	171.57	114.39
<b>Total Expenditure</b>		<b>570.97</b>	<b>8,281.45</b>	<b>5,017.55</b>	<b>2,244.21</b>
<b>C. Profit/(Loss) before exceptional, extraordinary items &amp; tax</b>		<b>170.50</b>	<b>1,112.33</b>	<b>683.21</b>	<b>197.85</b>
Exceptional & extraordinary items					
<b>D. Profit/(Loss) before tax</b>		<b>170.50</b>	<b>1,112.33</b>	<b>683.21</b>	<b>197.85</b>
<b>E. Tax expense:</b>					
Tax Expense Current year	33	43.17	282.16	172.03	55.98
Provision for Deferred tax (Assets)/Liability	33	(0.26)	(2.11)	(0.09)	(0.62)
Short/ (Excess) provision of earlier year		-	-	-	-
<b>Net Current Tax Expense</b>		<b>42.91</b>	<b>280.04</b>	<b>171.95</b>	<b>55.36</b>
<b>F. Profit/(Loss) for the year after tax</b>		<b>127.58</b>	<b>832.29</b>	<b>511.26</b>	<b>142.49</b>
<b>G. Profit allocated to:</b>					
<b>Earnings/(Loss) per equity share [nominal value of share Rs. 10/- (previous year Rs.10/-)]</b>					
Basic (1,46,00,000/- equity Shares)		<b>0.87</b>	<b>5.70</b>	<b>3.50</b>	<b>0.98</b>
Diluted (1,46,00,000/- equity Shares)		<b>0.87</b>	<b>5.70</b>	<b>3.50</b>	<b>0.98</b>

The above statement should be read with Basis of Preparation, Significant Accounting Policies and Notes to Restated Financial Information appearing in Annexure 4 and Adjustments to Audited Financial Statements appearing in Annexure 5 and Reconciliation of restated Equity/ Networth appearing in Annexure 6.

This is Restated Statement of Assets and Liabilities referred to in our report of even date.

**For Rajput Jain & Associates**  
**Chartered Accountants**  
**FRN: 0015341C**

**For & on behalf of the Board of Directors of**  
**NewGen IT Technologies Limited**

**Swatantra Kumar Singh Partner**  
**M.No: 506088**  
**Place : New Delhi**  
**Date: 11.12.2024**  
**UDIN No: 24506088BKCWTF5752**

**Jagdish Chander Bhatt**  
**Managing Director**  
**DIN: 07378159**

**Pushpa Bhatt**  
**Director**  
**DIN: 07406978**

**Rakesh Khandelwal**  
**CFO**  
**PAN:AXNPK1396F**

**Sneha Modi**  
**Company Secretary**  
**ACS 34158**

**Annexure III**

**Restated Statement of Cash Flows**

(Amounts Rs. in Lacs unless otherwise stated)

Particulars	Standalone for the period ending on			
	30.06.2024	31.03.2024	31.03.2023	31.03.2022
<b>A. Cash flows from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax	170.50	1,112.33	683.21	197.85
Adjustments for:				
Depreciation	5.88	32.79	22.97	18.31
Interest expense	25.23	47.75	9.80	-
Profit on sales of fixed assets	-	-	-	-
<b>Operating profit / (loss) before working capital changes</b>	201.60	1,192.88	715.98	216.16
<b>Changes in working capital:</b>				
<b>Adjustments for (increase) / decrease in operating assets:</b>				
(Increase) / Decrease in Current Investments	(18.10)	662.95	(1,458.31)	(6.94)
(Increase) / Decrease in trade and other receivables	1,917.83	(3,713.24)	(293.08)	(191.04)
(Increase) / Decrease in Short Term loan & advances	20.47	(304.37)	(59.73)	(4.97)
(Increase) / Decrease in Other Current Assets	(131.98)	(120.14)	(60.18)	(1.18)
<b>Adjustments for (increase)/decrease in operating liabilities:</b>				
Increase / (Decrease) in Short term borrowing				
Increase / (Decrease) in trade payables	(1,024.35)	2,143.80	851.84	38.01
Increase / (Decrease) in Other current liabilities	(35.12)	(70.65)	84.46	28.23
Increase / (Decrease) in Short term provision	(70.07)	112.63	116.05	34.01
<b>Operating profit / (loss) before extraordinary items</b>	860.28	(96.12)	(102.97)	112.28
Net income tax (paid) / refunds	43.17	282.16	172.03	55.98
<b>Net Cashflow From/(Usedin) Operating Activities (A)</b>	817.1097	(378.28)	(275.00)	56.30
<b>B. Cash Flow From Investing Activities</b>				
Purchase of fixed assets	(1.67)	(51.37)	(36.65)	(16.57)
Profit on sales of fixed assets	-	-	-	-
Proceeds from sale of fixed assets	-	-	-	-
Non Current Assets	6.81	(108.97)	-	-
<b>Net Cashflow From/(Usedin) Investing Activities (B)</b>	5.14	(160.33)	(36.65)	(16.57)
<b>C. Cash Flow From Financing Activities</b>				
Interest paid	(25.23)	(47.75)	(9.80)	-
Share Capital Issued			-	9.00
Proceeds from borrowing	(762.33)	586.74	340.49	(33.10)
Long term loan and advances				
<b>Net Cashflow From/(Usedin) Financing Activities (C)</b>	(787.56)	538.99	330.69	(24.10)
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	34.70	0.38	19.03	15.63
Cash and cash equivalent at the beginning of the year	55.56	55.18	36.15	20.52
Cash and cash equivalent at the end of the year	90.26	55.56	55.18	36.15
<b>Net Increase/(Decrease) During the Year</b>	34.70	0.38	19.03	15.63
<b>Notes to statement of cash flows:</b>				
1. Components of cash & cash equivalents:				
Cash on hand	8.54	8.55	1.35	0.71
Balances with bank in current accounts	81.72	47.01	53.83	35.44
	90.26	55.56	55.18	36.15

2.1 The Restated Statement Cash Flows has been prepared under the indirect method as set out in AS 3, Statement of Cash Flows.

2.2 The above statement should be read with the Basis of Preparation, Significant Accounting Policies and Notes to Restated Financial Information appearing in Annexure 4 and Adjustments to Audited Financial Statements appearing in Annexure 5 and Reconciliation of restated Equity/ Networth appearing in Annexure 6.

2.3 This is the Restated Statement of Cash Flows referred to in our report of even date.

**For Rajput Jain & Associates**  
Chartered Accountants  
FRN: 0015341C

**For & on behalf of the Board of Directors of**  
NewGen IT Technologies Limited

**Swatantra Kumar Singh Partner**  
M.No: 506088  
Place : New Delhi  
Date: 11.12.2024  
UDIN No: 24506088BKCWTF5752

**Jagdish Chander Bhatt**  
Managing Director  
DIN: 07378159

**Pushpa Bhatt**  
Director  
DIN: 07406978

**Rakesh Khandelwal**  
CFO  
PAN:AXNPK1396F

**Sneha Modi**  
Company Secretary  
ACS 34158



## **NewGen IT Technologies Limited**

**Formerly known as "VCARE InfoTech Solutions & Services Pvt. Ltd."**

CIN: U32200DL2016PTC291211

Notes to the Restated Financial Statements

for the period ending on 31<sup>st</sup> March, 2022, 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2024, and 30<sup>th</sup> June 2024

(All amounts are Rs. in Lacs; unless stated otherwise)

### **Note 1: Corporate Information**

The restated financial statements comprise restated financial statement of NewGen IT Technologies Limited (Formerly known as "VCARE InfoTech Solutions & Services Private Limited") (CIN: U32200DL2016PTC291211) (the Company") for the period ending on 31<sup>st</sup> March, 2022, 2023, 2024 and 30<sup>th</sup> June 2024 respectively, the Company is a limited company domiciled in India and is incorporated under the provisions of Companies Act, 2013 applicable in India. The Registered office of the Company is situated at Plot Number 5/344, 3rd Floor, Sultanpur, New Delhi-110030, Delhi, India.

The Company is principally engaged in the business of providing End to End IT Solutions such as Data Centre Design, Build and Manage, Cyber Security Solutions, Software Solutions, HCI Solutions, Software Development and Consulting Services, Data Management, Building and Hostel Management Solutions, Backup & Recovery Systems, Computer Networking, Cybersecurity, Network Support, Custom Software Development, Mobile Application Development, iOS Development, IT Consulting, Application Development and Information Security etc. along with all such other business activities as per its objects set out in Article and Memorandum of Association of the Company.

### **Note 2: Significant accounting policies and notes to the accounts**

#### **2.1. Basis of Preparation**

These restated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles ('GAAP') in India under the historical cost convention on the accrual basis of accounting. Consequently, these restated financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 also read with the Companies (Accounting Standards) Amendment Rules, 2016 and the other relevant provisions of the Companies Act, 2013 (hereinafter together referred to as 'the Act') and the Schedule III of the Act. The accounting policies adopted in the preparation of restated financial statements are consistent with those of the previous year.

The Restated Financial Statements have been prepared on a historical cost basis, except for the following Assets and Liabilities which have been measured at fair value or revalued amount;

- Certain Financial Assets and Liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Restated Financial Statements are presented in INR and all values are rounded to the nearest Lacs (INR 00,000), except when otherwise indicated.

The Company has prepared the restated financial statement on the basis that it will continue to operate as a going concern.

#### **2.2. Summary of significant accounting policies and notes to the accounts**

##### **(i) Current Versus Non-Current Classification**

All assets and liabilities are classified into current and non-current.

##### **Assets**

An asset is classified as current when it satisfies any of the following criteria:

- (i) It is expected to be realised in, or is interested in sale or consumption in, the Company's normal operating cycle;
- (ii) It is held primarily for being traded;
- (iii) It is expected to be realised within 12 months after the reporting date; or
- (iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

### ***Liabilities***

A liability is classified as current when it satisfies any of the following criteria:

- (i) It is expected to be settled in the Company's normal operating cycle;
- (ii) It is held primarily for being traded;
- (iii) It is due to be settled within 12 months after the reporting date; or
- (iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred Tax Asset / Liability is classified as non-current.

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.

## **(ii) Foreign Currency Transactions**

Items included in the restated financial statement of the Company are measured using the currency of the primary economic environment of which the company operates ('the functional currency'). The restated financial statements are present in Indian Rupees (INR), which is the Company's functional and presentation currency.

### **Foreign currency transactions and balances**

Transactions in foreign currencies are initially recorded by the Company's at its functional currency spot rates at the date the transactions first qualify for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary Assets and Liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on the settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured in term of historical cost in a foreign currency are translated using the exchange rate at the dates of the initial transaction. Non-Monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is treated determined. The gain or loss arising on translation of Non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the items (i.e. transaction difference on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

## **(iii) Use of estimates**

The preparation of restated financial statements in conformity with GAAP in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the restated financial statements and the results of operations during the reporting periods. The Company's most significant estimates relate to the determination of provision for bad and doubtful debts in respect

of trade receivables, inventory obsolescence, estimated useful life of assets, provision for current taxes, and warranty claims. Management believes that the estimates used in the preparation of the restated financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**(iv) Revenue from contracts with customer**

Revenue from contract with customers is recognized when the control of the goods and services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangement because it typically controls the goods or services before transferring them to the customer.

**Sale of Products**

Revenue from the sale of products is recognized at the point of time when control of the assets is transferred to the customer, generally on delivery of the products.

Revenue towards the satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and service rendered is net of variable consideration on account of various schemes offered by the Company as part of contract.

**Variable Consideration**

If the Consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange of transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of products provide customers with a right of return and rebates. The rights of return and rebates give rise to variable consideration.

- **Right of Return**

The Company use the expected value method to estimate the variable consideration given the large number of contracts that have similar characteristics. The Company then applies the requirement on constraining estimate of variable consideration in order to determine the amount of variable consideration that can be included on the transaction price. A refund liability is recognized for the goods that are expected to be returned. (i.e. the amount not included in the transaction price). A right of return asset (and corresponding adjustment to cost of sales) is also recognized for the right to recover the goods from a customer.

- **Rebates**

The Company applies the most likely amount method or the expected value methods to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of thresholds contained in the contracts. The Most likely amount is used for this contracts with a single threshold, while the expected value method is used for those with more than one threshold. The Company then applies the requirement on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price























































**13A. Statement of Principal Terms of Loans and Assets Charged as Security**

Name of Lender/ Fund	Nature of Facility	Date of Issue	Sanctioned Amount	Securities offered	Rate of Interest	Outstanding amount (as per Book)			
						30.06.2024	31.03.2024	31-03-2023	31-03-2022
<b>SECURED LOANS</b>									
Business Loan: Cash Credit									
HDFC Bank Private Limited	Fund Base Working Capital	24.11.2023	1,000.00	Stock in Trade, Book debts and receivables, Plant and macinery, Fixed Deposits, Movable Assets	9%	199.62	957.52	-	-
ICICI Bank Limited	Working capital requirement in Business	17.12.2022		100% secured againt fixed Deposit	10.30%			390.93	-
<b>Total</b>						<b>199.62</b>	<b>957.52</b>	<b>390.93</b>	<b>-</b>
<b>Unsecured Loan: Cash Credit</b>									
ICICI Bank Limited	Working capital requirement in Business	17.12.2022	150.00	25% against all components of inventory, 25% and cover period of 90 days.	10.30%	15.73	20.16		-
From Others	Long term advance								14.65
<b>Total</b>						<b>15.73</b>	<b>20.16</b>	<b>-</b>	<b>14.65</b>

**13B. UNSECURED LOANS - Interest free loan From Diectors & Related parties:**

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount	Securities offered	Rate of Interest	Outstanding amount (as per Book)			
						30.06.2024	31.03.2024	31-03-2023	31-03-2022
Jagdish Chander Bhatt	Unsecured loan				N.A.		-	-	24.13
Pushpa Bhatt	Unsecured loan						-	-	11.67

**14. Statement of Trade Payables**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Micro, small and medium enterprises other than micro enterprises and small enterprises	158.93	211.32	180.84	22.81
Others	2,110.77	3,082.73	969.41	275.60
<b>Total</b>	<b>2,269.70</b>	<b>3,294.05</b>	<b>1,150.25</b>	<b>298.40</b>

**a) The trade Payables ageing schedule for the period June 30, 2024 is as follows**

Particulars	Not due for Payment	Outstanding for following periods from due date of			Total
		Less than 1 year	1-2 year	2-3year	
MSME	-	158.93			158.93
Others	-	2,110.77			2,110.77
Disputed dues - MSME	-				
Disputed dues - Others	-				

**b) The trade Payables ageing schedule for the period March 31, 2024 is as follows**

Particulars	Not due for Payment	Outstanding for following periods from due date of payment			Total
		Less than 1 year	1-2 year	2-3year	
MSME	-	211.32			211.32
Others	-	3,082.73			3,082.73
Disputed dues - MSME	-				
Disputed dues - Others	-				

**c) The trade payables ageing schedule for the year March 31, 2023 is as follows**

Particulars	Not due for Payment	Outstanding for following periods from due date of payment			Total
		Less than 1 year	1-2 year	2-3 year	
MSME	-	180.84			180.84
Others	-	969.41			969.41
Disputed dues - MSME	-				
Disputed dues - Others	-				

**d) The trade payables ageing schedule for the year March 31, 2022 is as follows**

Particulars	Not due for Payment	Outstanding for following periods from due date of payment			Total
		Less than 1 year	1-2 year	2-3 year	
MSME	-	22.81			22.81
Others	-	275.60			275.60
Disputed dues - MSME	-				
Disputed dues - Others	-				

**d) Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:**

Particulars	As at			
	30.06.2024	31.03.2024	31.03.2023	31.03.2022
(a) Amount remaining unpaid to any supplier at end of each accounting year:	158.93	211.32	180.84	22.81
Principal and interest	Nil	Nil	Nil	Nil
<b>Total</b>	<b>158.93</b>	<b>211.32</b>	<b>180.84</b>	<b>22.81</b>
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil	Nil	Nil
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil	Nil	Nil
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil	Nil	Nil

**15. Statement of Other Current Liabilities**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Salary Payable to KMP	9.95	10.77	4.95	14.87
Expense payable	19.55	9.30	15.15	-
Other Liabilities		-	-	0.15
PF & ESI Payable	0.80	1.16	0.87	0.66
TDS Payable	3.55	14.34	4.73	1.70
GST Payable		33.41	113.93	37.78
<b>Total</b>	<b>33.86</b>	<b>68.98</b>	<b>139.62</b>	<b>55.16</b>

**16. Statement of Short Term Provisions**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Provision for CSR Expenses	2.51	2.51		
Provision for income tax	212.08	282.16	172.03	55.98
Provision for Gartuity				
<b>Total</b>	<b>214.59</b>	<b>284.67</b>	<b>172.03</b>	<b>55.98</b>

**17. Property, Plant and Equipment and Intangible Assets**
**17A. Property, Plant And Equipment schedule for the year June, 30 2024 is as follows**

Particulars	Vehicle	Furniture and Fixtures	Computer data processing unit	Office Equipment	Website	Total
<b>Gross Carrying Amount</b>						
Opening gross carrying amount	35.55	19.66	67.99	34.85	1.52	159.58
Additions			1.27	0.40		1.67
Disposals/ Adjustments						
<b>Closing Gross Carrying Amount</b>	<b>35.55</b>	<b>19.66</b>	<b>69.26</b>	<b>35.25</b>	<b>1.52</b>	<b>161.24</b>
<b>ACCUMULATED DEPRECIATION</b>						
Opening accumulated depreciation	8.34	9.34	56.09	25.61	1.52	100.90
Depreciation charged during the year	2.13	0.67	2.04	1.05		5.88
Disposals/ Adjustments						
<b>Closing Accumulated Depreciation</b>	<b>10.46</b>	<b>10.01</b>	<b>58.13</b>	<b>26.65</b>	<b>1.52</b>	<b>106.78</b>
<b>Net Carrying Amount</b>	<b>25.09</b>	<b>9.66</b>	<b>11.13</b>	<b>8.59</b>	<b>0.00</b>	<b>54.47</b>

**17B. Property, Plant And Equipment schedule for the year March 31, 2024 is as follows**

Particulars	Vehicle	Furniture and Fixtures	Computer data processing unit	Office Equipment	Website	Total
<b>Gross Carrying Amount</b>						
Opening gross carrying amount		14.15	59.19	33.34	1.52	108.21
Additions	35.55	5.51	8.80	1.50		51.37
Disposals/ Adjustments						
<b>Closing Gross Carrying Amount</b>	<b>35.55</b>	<b>19.66</b>	<b>67.99</b>	<b>34.85</b>	<b>1.52</b>	<b>159.58</b>
<b>ACCUMULATED DEPRECIATION</b>						
Opening accumulated depreciation		5.89	41.63	19.10	1.49	68.11
Depreciation charged during the year	8.34	3.45	14.46	6.51	0.03	32.79
Disposals/ Adjustments						
<b>Closing Accumulated Depreciation</b>	<b>8.34</b>	<b>9.34</b>	<b>56.09</b>	<b>25.61</b>	<b>1.52</b>	<b>100.90</b>
<b>Net Carrying Amount</b>	<b>27.22</b>	<b>10.32</b>	<b>11.90</b>	<b>9.24</b>	<b>0.00</b>	<b>58.68</b>

17C. Property, Plant And Equipment schedule for the year March 31, 2023 is as follows

Particulars	Vehicle	Furniture and Fixtures	Computer data processing unit	Office Equipment	Website	Total
<b>GROSS CARRYING AMOUNT</b>						
Opening gross carrying amount		7.49	38.18	24.36	1.52	71.55
Additions		6.66	21.01	8.98		36.65
Disposals/ Adjustments						
<b>Closing Gross Carrying Amount</b>		<b>14.15</b>	<b>59.19</b>	<b>33.34</b>	<b>1.52</b>	<b>108.21</b>
<b>ACCUMULATED DEPRECIATION</b>						
Opening accumulated depreciation		3.77	26.11	13.82	1.45	45.13
Depreciation charged during the year		2.12	15.53	5.28	0.05	22.97
Disposals/ Adjustments						
<b>Closing Accumulated Depreciation</b>		<b>5.89</b>	<b>41.63</b>	<b>19.10</b>	<b>1.49</b>	<b>68.11</b>
<b>Net Carrying Amount</b>		<b>8.26</b>	<b>17.56</b>	<b>14.25</b>	<b>0.03</b>	<b>40.10</b>

17D. Property, Plant And Equipment schedule for the year March 31, 2022 is as follows

Particulars	Vehicle	Furniture and Fixtures	Computer data processing unit	Office Equipment	Website	Total
<b>GROSS CARRYING AMOUNT</b>						
Opening gross carrying amount		6.38	26.90	20.18	1.52	54.99
Additions		1.10	11.28	4.18		16.57
Disposals/ Adjustments						
<b>Closing Gross Carrying Amount</b>		<b>7.49</b>	<b>38.18</b>	<b>24.36</b>	<b>1.52</b>	<b>71.55</b>
<b>ACCUMULATED DEPRECIATION</b>						
Opening accumulated depreciation		2.74	17.18	5.51	1.40	26.82
Depreciation charged during the year		1.03	8.93	8.31	0.04	18.31
Disposals/ Adjustments						
<b>Closing Accumulated Depreciation</b>		<b>3.77</b>	<b>26.11</b>	<b>13.82</b>	<b>1.45</b>	<b>45.13</b>
<b>Net Carrying Amount</b>		<b>3.72</b>	<b>12.08</b>	<b>10.55</b>	<b>0.08</b>	<b>26.42</b>

17E. Title Deeds of Immovable Property not held in the Name of Company

Particulars	Relevant Line Item in Balance Sheet	Description of Item of Property	Gross Carrying Value	Title Deeds held in the name of	Property held since date
<p><i>Their is no immovable property whose title deeds are not held other than in the name of the company therefore not applicable.</i></p> <p style="text-align: center;"><b>Benami Property</b></p> <p><i>There is no proceeding initiated or pending against the company for holding any benami property under Benami Transaction (Prohibition) Act 1988</i></p>					

18. Statement of Long Term Loans & Advances

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Unsecured, considered good			-	-
- Long Term Investments			-	-
- Fixed deposits			-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

19. Statement of Non- Current Assets

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Other Non Current Assets				
-Deferred Revenue Expenditure	102.16	108.97		
<b>Total</b>	<b>102.16</b>	<b>108.97</b>	<b>-</b>	<b>-</b>

20. Statement of Current Investments

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Current Investments				
Fixed Deposit	829.90	811.80	1,474.75	16.43
<b>Total</b>	<b>829.90</b>	<b>811.80</b>	<b>1,474.75</b>	<b>16.43</b>

**21. Statement of Trade Receivables**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
<b>Unsecured</b>				
-Considered good	2,687.68	4,605.51	903.21	610.13
-Considered Doubtful	10.94	10.94		
<b>Less:</b>				
Provision for doubtful debts				
<b>Total</b>	<b>2,698.62</b>	<b>4,616.45</b>	<b>903.21</b>	<b>610.13</b>

**21A. The trade receivables ageing schedule for the year June 30, 2024 is as follows:**

Particulars	Less than 6 Month	6 Month to 1 Year	1-2 years	2-3 years	Total
(i) Undisputed trade receivables - considered good	2,538.81	148.87			<b>2,687.68</b>
(ii) Undisputed trade receivables - considered doubtful		10.94			<b>10.94</b>
(iii) Disputed trade receivables considered good					
(iv) Disputed trade receivables considered doubtful					

**21B. The trade receivables ageing schedule for the year March 31, 2024 is as follows:**

Particulars	Less than 6 Month	6 Month to 1 Year	1-2 years	2-3 years	Total
(i) Undisputed trade receivables - considered good	1,070.31	3,535.20			<b>4,605.51</b>
(ii) Undisputed trade receivables - considered doubtful		10.94			<b>10.94</b>
(iii) Disputed trade receivables considered good					
(iv) Disputed trade receivables considered doubtful					

**21C. The trade receivables ageing schedule for the year March 31, 2023 is as follows:**

Particulars	Less than 6 Month	6 Month to 1 Year	1-2 years	2-3 years	Total
(i) Undisputed trade receivables - considered good	771.11	132.10	0.04		<b>903.25</b>
(ii) Undisputed trade receivables - considered doubtful					
(iii) Disputed trade receivables considered good					
(iv) Disputed trade receivables considered doubtful					

**21D. The trade receivables ageing schedule for the year March 31, 2022 is as follows:**

Particulars	Less than 6 Month	6 Month to 1 Year	1-2 years	2-3 years	Total
(i) Undisputed trade receivables - considered good	396.96	213.18			<b>610.13</b>
(ii) Undisputed trade receivables - considered doubtful					
(iii) Disputed trade receivables considered good					
(iv) Disputed trade receivables considered doubtful					

**22. Statement of Cash & Cash Equivalents**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Cash on hand (As Certified by Management)	8.54	8.55	1.35	0.71
Balances with banks				
- In Current Accounts	81.72	47.01	53.83	35.44
<b>Total</b>	<b>90.26</b>	<b>55.56</b>	<b>55.18</b>	<b>36.15</b>

Note: For the Restated Statement of Fixed Assets is under the head current asset as it will be converted into cash within one year.



**23. Statement of Short-Term Loan & Advances**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Loans and Advances			4.11	0.01
Advances to Related Party	46.08	87.02		
Advances to Others	252.25	229.38		
Earnest Money Deposit/ Security deposite	50.91	53.31	51.47	7.01
Staff Advance				
Business Advance				-
Accured Interest			-	-
Secutiy Deposits	1.40	1.40	11.17	
<b>Total</b>	<b>350.64</b>	<b>371.12</b>	<b>66.75</b>	<b>7.02</b>

**24. Statement of Other Current Assets**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Material in Hand /Closing Stock	260.38	105.04	-	1.01
Advance Tax, TDS & TCS Deducted By Client	24.78	113.24	112.66	40.24
Interest Accured	27.17	14.51	-	-
GST input	52.44			11.22
<b>Total</b>	<b>364.77</b>	<b>232.80</b>	<b>112.66</b>	<b>52.48</b>

**25. Statement of Inventories**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
(As taken, valued and certified by the Management) (Valued at Cost or Market value, whichever is lower)				
Raw Materials and Packing Material				
Finished Goods				
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**26. Statement of Revenue and Operations**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
<b>Gross Sale of services</b>				
- Domestic Sale	730.93	9,631.00	6,278.59	2,366.58
- Export Sale	381.42	1,520.35	76.39	127.82
<b>Total Gross Sales</b>	<b>1,112.35</b>	<b>11,151.35</b>	<b>6,354.98</b>	<b>2,494.40</b>
<b>Less: Sales Return</b>				
- Domestic Sale	408.92	1,857.98	825.40	91.39
- Export Sale				
	<b>408.92</b>	<b>1,857.98</b>	<b>825.40</b>	<b>91.39</b>
<b>Net Sales</b>				
- Domestic Sale	322.01	7,773.02	5,453.19	2,275.19
- Export Sale	381.42	1,520.35	76.39	127.82
<b>Total</b>	<b>703.43</b>	<b>9,293.37</b>	<b>5,529.58</b>	<b>2,403.01</b>

**27. Statement of Other Income**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Interest Income	15.81	34.55	12.87	0.97
Rebate and Discount	22.10	51.63	136.93	
Exchange Fluctuation Gain/(Loss)	0.13		5.46	
Balance W/off		12.89	15.68	38.08
Other Income		1.34	0.23	
<b>Total</b>	<b>38.03</b>	<b>100.41</b>	<b>171.18</b>	<b>39.05</b>

**28. Cost of Revenue from Operations**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Opening stock	105.04	-	-	123.78
Purchase Account	531.26	7,576.65	4,557.03	1,716.98
Direct Expenses	24.87			-
Salaries Payroll				76.24
Courier Charges				2.97
Professional Charges GST Direct			0.04	-
Service Charge				0.13
Closing stock/Material in Hand	(260.38)	(105.04)		-
Round Off				0.00
<b>Total</b>	<b>400.79</b>	<b>7,471.61</b>	<b>4,557.07</b>	<b>1,920.10</b>

**29. Employee Benefit Expenses**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
a) Salaries and wages				
To KMP	26.40	105.60	45.45	25.20
To others	45.54	299.48	197.07	147.95
b) Employer's Contribution				
To provident Funds	2.23	7.44	4.22	11.97
To Employee State Insurance	0.04	0.33	0.23	0.35
c) Staff Welfare Expenses	0.66	8.90	5.33	5.20
<b>Total</b>	<b>74.87</b>	<b>421.74</b>	<b>252.30</b>	<b>190.67</b>

**30. Finance Cost**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Interest paid;				
To banks	25.23	47.75	9.80	-
Bank Charges	2.92	11.48	3.83	0.74
<b>Total</b>	<b>28.15</b>	<b>59.23</b>	<b>13.63</b>	<b>0.74</b>

**31. Depreciation and Amortization**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Depreciation	5.88	32.79	22.97	18.31
<b>Total</b>	<b>5.88</b>	<b>32.79</b>	<b>22.97</b>	<b>18.31</b>

**32. Other Expenses**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Office Expenses	4.32	18.49	19.50	38.40
Rents	4.54	30.34	11.09	2.05
Printing & Stationary Expenses	0.28	6.02	2.82	0.13
Communication Expenses	0.81	5.96	3.52	5.84
Conveyance and Travelling	13.38	38.87	22.91	12.24
Distribution Expenses	0.59	6.48	4.81	0.90
Electricity and Water Charges	0.97	3.79	3.04	1.42
ROC Filling	0.07	0.03		
Fee & Subscription	1.28	4.04	5.01	2.38
Audit Fee	1.88	5.00	4.00	0.25
Tax Audit fee	-	2.50	1.00	-
Selling & Marketing Expenses	9.24	51.44	39.96	22.72
Professional & Consulting charges	0.20	33.09	6.27	10.58
Consultancy Charges	2.50	34.81	15.85	
Legal fee/ Expenses	0.62	7.08	2.02	-
Corporate Social Responsibility	-	4.76	-	-
Donation	-	-	2.02	0.06
Interest on late payment of TDS and GST	12.12	3.35	0.15	
Income Tax Expenses	-	4.69	5.02	0.01
Insurance	0.49	1.09	1.31	0.86
Repairs and Maintances	0.09	7.99	5.19	6.75
Software Maintenance Expenses	7.83	0.32	10.08	4.10
Festival & Event Management Expenses	-	6.24	2.48	-
Staff Training Expense	-	0.66	1.39	-
Exchange Flactuation loss/(Gain)	-	17.96	-	5.62
Miscellaneous Expenses	0.10	1.07	2.14	0.09
<b>TOTAL</b>	<b>61.28</b>	<b>296.08</b>	<b>171.57</b>	<b>114.39</b>

**32A. Payment to Auditors as:**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Payment to auditors				
- Audit fees	1.88	5.00	4.00	0.25
- Tax Audit fees		2.50	1.00	
<b>Total</b>	<b>1.88</b>	<b>7.50</b>	<b>5.00</b>	<b>0.25</b>

**33 Tax Expenses**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Tax Expense Current year	43.17	282.16	172.03	55.98
Provision for Deferred tax (Assets)/Liability	(0.26)	(2.11)	(0.09)	(0.62)
Short/ (Excess) provision of earlier year		-		-
<b>Total</b>	<b>42.91</b>	<b>280.04</b>	<b>171.95</b>	<b>55.36</b>

**34. Deferred Tax**

Particulars	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Tax effect of items constituting deferred tax assets/(Liability)	4.95	2.84	2.76	2.13
Differences in WDV of block of fixed Assets as per tax books &	0.26	2.11	0.09	0.62
<b>Closing Balance of Deferred Tax (Asset)/ Liability (A-8)</b>	<b>5.21</b>	<b>4.95</b>	<b>2.84</b>	<b>2.76</b>

### 35. Restated Statement of Accounting Ratios

(Amounts Rs. in Lacs unless otherwise stated)

#### A. Statement of Mandatory Accounting Ratios

Particulars (for the period ending on)	30.06.2024	31.03.2024	31.03.2023	31.03.2022
EBITDA	204.52	1,204.36	719.81	216.90
Net Profit/(Loss) as Restated	127.58	832.29	511.26	142.49
Net Worth	1,762.53	1,634.95	802.66	291.40
Return on Net worth (%)	7.24%	50.91%	63.70%	0.49
Equity Share at the end of year (in Nos.) (Face Value Rs. 10)	1,20,00,000	1,20,00,000	1,00,000	1,00,000
Weighted Average No. of Equity Shares*	1,46,00,000	1,46,00,000	1,46,00,000	1,46,00,000
Weighted No. of Equity Shares* (Considering bonus in all previous years)	1,46,00,000	1,46,00,000	1,46,00,000	1,46,00,000
Basic Earnings per Equity Share	1.06	6.94	511.26	142.49
Diluted Earnings per Equity Share* (Considering bonus in all previous years)	0.87	5.70	3.50	0.98
Net Asset Value/Book Value per Equity share (Based on number of share at the end of reporting period)	14.69	13.62	802.66	291.40
Net Asset Value/Book Value per Equity share* (Based on the Weighted Average number of Shares)	12.07	11.20	5.50	2.00

\* "Bonus issue of 1,19,00,000 Equity Shares of Face Value of ₹ 10/- each in the ratio of 119:1 i.e. Twenty (119) Bonus Equity Share for every One (1) Equity Shares held by shareholders allotted on February 03, 2024"

\* "Further Bonus Share of 26,00,000 Equity Shares of Face Value of ₹ 10/- each in the ratio of 13:60 i.e. Thirteen (13) Bonus Equity Share for every Sixty (60) Equity Shares held by shareholders allotted on October 13, 2024"

#### Note:

1) Ratios have been computed as below:

a) Below ratio's have not been annualized for the period ended 30.06.2024

(a) Basic earnings per share (Rs.): - Net profit after tax as restated for calculating basic earning per share on number of equity shares outstanding as at reporting period of Restated Financial Statement

(b) Weighted average/Diluted earnings per share (Rs.): - Net profit after tax as restated for calculating diluted earning per share/ weighted average number of equity shares outstanding at the time of signing the restated financial statement for calculating diluted earning per shares.

(c) Return on net worth (%) :- Net profit after tax (as restated) / Net worth at the end of the reporting period

(d) Net assets value per equity share:- Net Worth at the end of the reporting period or year / Total number of equity shares outstanding at the end of the period or year.

(e) Net assets value per diluted equity share:- Net Worth at the end of the reporting period or year/ Total number of equity shares outstanding at the time of signing the restated financial statement for calculating diluted earning per shares.

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

- 3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- 4) The figures disclosed above are based on the restated summary statements of the Company.
- 5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses

**B. ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS:-**

**(i) Value of imports calculated on C.I.F. basis by the company during the financial year in respect of :**

Particulars (for the Year ending on)	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Imports of Goods		-	-	-
Imports of Services		-	-	-
<b>Total</b>		-	-	-

**(ii) Earnings in foreign exchange**

Particulars (for the Year ending on)	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Exports of Goods		-	-	-
Exports of Services	381.42	1,520.35	76.39	127.82
<b>Total</b>	<b>381.42</b>	<b>1,520.35</b>	<b>76.39</b>	<b>127.82</b>

**C RESTATED STATEMENT OF OTHER ACCOUNTING RATIOS**

Sr. No.	Ratios	Formula Heads	30.06.2024	31.03.2024	31.03.2023	31.03.2022
1	Current Ratio (in times)	Current Assets	4,334.20	6,087.72	2,612.55	722.21
		Current Liabilities	2,733.50	4,625.37	1,852.83	445.35
	<i>(Current Assets/ Current Liabilities)</i>	Current Assets/ Current Liabilities	1.59	1.32	1.41	1.62
2	Debt Equity Ratio (in times)	Total Debt	215.35	977.68	390.93	50.45
		Equity	1,762.53	1,634.95	802.66	291.40
	<i>(Total Debt/ Total Equity)</i>	Total Debt/ Total Equity	0.12	0.60	0.49	0.17
3	Debt Service Coverage Ratio	EBIT	198.65	1,171.57	696.84	198.59
		Interest	28.15	59.23	13.63	0.74
	Expense + Current payment of Principal amount)	Principal Payment	-	-	-	-
		EBIT/ (Interest Expense + Current payment of Principal amount)	7.06	19.78	51.12	268.56
4	Return on Equity Ratio (in %)	Profit after tax	127.58	832.29	511.26	142.49
		Equity	1,762.53	1,634.95	802.66	291.40
	<i>(Profit after tax/ Equity)</i>	Profit after tax/ Equity	7.24%	50.91%	63.70%	0.49
5	Trade Receivables Turnover Ratio (in times)	Revenue from operations	703.43	9,293.37	5,529.58	2,403.01
		Average Debtors	3,657.53	2,759.83	756.67	514.62
	<i>(Average Trade Receivables/ Sales)</i>	Sales/Average Trade Receivables	0.19	3.37	7.31	4.67

6	Trade Payables Turnover Ratio (in times)	Direct Cost of Services	400.79	7,471.61	4,557.07	1,920.10
		Average Creditors	2,781.87	2,222.15	724.32	150.50
	(Average Trade Payables/ Net Credit Purchases)	Direct Cost/Average Trade Payables	0.14	3.36	6.29	12.76
7	Net Capital Turnover Ratio (in times)	Revenue from operations	703.43	9,293.37	5,529.58	2,403.01
		Average working capital i.e. Total current assets less Total current liabilities	1,600.70	1,462.35	759.72	276.87
	(Revenue from Operations/Average Working Capital)	Revenue from Operations/Average Working Capital	0.44	6.36	7.28	8.68
		Profit for the year	127.58	832.29	511.26	142.49
		Revenue from operations	703.43	9,293.37	5,529.58	2,403.01
8	Net Profit Ratio (in %)	Profit for the year/Revenue from operations	18.14%	8.96%	9.25%	0.06
	(Profit for the year/Revenue from operations)	Profit before tax and finance costs	198.65	1,171.57	696.84	198.59
		Equity+Long Term Borrowings	1,762.53	1,634.95	802.66	306.04
9	Return on Capital Employed (in %)	Profit before tax and finance costs/ Equity and borrowings	11.27%	71.66%	86.82%	0.65
	(Profit before tax and finance costs/ Equity and borrowings)	Net Return on Investment =Final Value of Investment - Initial Value of Investment	1,761.53	1,633.95	801.66	290.40
		Cost of Investment	1,634.95	802.66	291.40	148.91
10	Return on Investment (in %)	Net Return on Investment / Cost of Investment	107.74%	203.57%	275.11%	1.95
	(Net Return on Investment / Cost of Investment)					

**D REASON FOR CHANGE IN THE RATIO**

Sr. No.	Ratios	Formula Heads	31.03.2024	31.03.2023	Change in Ratio	Reason for Change in the Ratio
1	Current Ratio (in times)	Current Assets/ Current Liabilities	1.32	1.41	(0.07)	Decrease due to increase in working capital during FY 2023-24
2	Debt Equity Ratio (in times)	Total Debt/ Total Equity	0.60	0.49	0.23	Increase due to increase in debt during FY 2023_24
3	Debt Service Coverage Ratio (in times)	EBIT/ (Interest Expense + Current payment of Principal amount)	19.78	51.12	(0.61)	Decrease due to increase in debt during FY 2023_24
4	Return on Equity Ratio (in %)	Profit after tax/ Equity	50.91%	63.70%	-20.08%	Decrease due to increase in equity during FY 2023_24
5	Trade Receivables Turnover Ratio (in times)	Sales/Average Trade Receivables	3.37	7.31	(0.54)	Decrease due to increase in overall trade payable in FY 2023_24
6	Trade Payables Turnover Ratio (in times)	Direct Cost/Average Trade Payables	3.36	6.29	(0.47)	Decrease due reduction in trade payable
7	Net Capital Turnover Ratio (in times)	Revenue from Operations/Average Working Capital	6.36	7.28	(0.13)	Decrease due to increase in working capital during the FY 2023-24
8	Net Profit Ratio (in %)	Profit for the year/Revenue from operations	8.96%	9.25%	-3.14%	Slite decrease in growth due to decrease in trurover
9	Return on Capital Employed (in %)	Profit before tax and finance costs/ Equity and borrowings	71.66%	86.82%	-17.46%	Slite decrease in growth due to decrease in profitability

## OTHER FINANCIAL INFORMATION

### SUMMARY OF ACCOUNTING RATIOS

Particulars	As at June 30, 2024	FY 2023-2024	FY 2022-2023	FY 2021-2022
Basic EPS (in ₹)	0.87	5.70	3.50	0.98
Diluted EPS (in ₹)	0.87	5.70	3.50	0.98
Return on Net worth (%)	7.24%	50.91%	63.70%	48.90%
Net asset value per equity share (in ₹)	12.07	11.20	5.50	2.00
EBITDA (in ₹ lakhs)	204.52	1,204.36	719.81	216.90

Notes: The ratios have been computed as under:

1. Basic and diluted EPS: Restated profit for the year of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with AS 20 - Earnings per share.
2. Return on Net Worth: Net Profit after tax, as restated, divided by net-worth, as restated.
3. Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equity shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.
4. EBDITA means Profit before depreciation, finance cost, tax.
5. Accounting and other ratios are derived from the Restated Financial Statements.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at June 30, 2024, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "Management's Discussion and Analysis of Financial Position and Results of Operations", "Financial Information – Restated Financial Statements" and "Risk Factors" on pages 237, 190 and 32, respectively.

(₹ in Lakhs)

Particulars	Pre-Issue as at June 30, 2024	Post Issue
<b>Borrowings</b>		
Short-term debts	215.35	[●]
Long-term debts (A)	-	[●]
<b>Total Borrowings (B)</b>	<b>215.35</b>	[●]
Shareholder's fund		
Share Capital	1,200.00	[●]
Reserve and Surplus, as restated	562.53	[●]
<b>Total Shareholder's fund (C)</b>	<b>1762.53</b>	[●]
Long-term borrowing / equity ratio {(A)/(C)}	-	[●]
Total Borrowings / equity ratio {(B)/(C)}	0.12	[●]

\*As certified by peer review auditor, M/s Rajput Jain & Associates pursuant to their certificate dated December 14, 2024  
Note:

(1) The figures disclosed above are based on Restated Statement of Assets and Liabilities of the Company as at June 30, 2024.



## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the period ended on June 30, 2024, and for the financial year ended on March 31, 2024, March 31, 2023, March 31, 2022. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page 32 of this Draft Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to NewGen IT Technologies Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Financial Statements*” for Financial Year on June 30, 2024, and for the financial year ended on March 31, 2024, March 31, 2023, March 31, 2022 included in this Draft Red Herring Prospectus beginning on page 190.

### **BUSINESS OVERVIEW**

Our Company is engaged in the business of providing IT infrastructure solutions, Cyber Security and IT application services to meet the digital requirements of customers. We cater to Government as well as non-government organizations and our customers includes telecom, Tourism and Hospitality, Aviation, Judiciary (High Court), Insurance, Banking, Lab & Diagnostic chain, Business Processing Outsourcing, Education sector, Energy, Healthcare, space, oil and gas, pharma, Infrastructure, media and entertainment, Retailer, Manufacturing and security etc. We provide our IT infrastructure solutions and services to our domestic customers as well as we have an international presence also through export sales, please refer to section titled “*Our Business*” on page 120 of this Draft Red Herring Prospectus.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of March 31, 2024 as disclosed in this Draft Red Herring Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

### **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company’s future results of operations could be affected potentially by the following factors:

1. General economic conditions in India, changes in laws and regulations.
2. Changes in revenue mix, including geographic mix of our revenues.
3. Changes in Fiscal, Economic or Political conditions in India.
4. Increased market fragmentation.
5. Competition with existing and new entrants
6. Technology System and Infrastructure Risks

### **OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies beginning under Chapter titled “*Financial Information*” beginning on page 190 of the Draft Red Herring Prospectus.

## RESULTS OF KEY OPERATIONS

The following table sets forth select financial data from our restated financial statement of profit and loss for the period ended June 30, 2024 and financial years ended March 31, 2022, 2023 and 2024 the components of which are also expressed as a percentage of total revenue for such period and financial years

(₹ in lakhs)

Particulars	For the period ended				For the year ended on			
	June 30, 2024	% of Total Income	March 31, 2024	% of Total Income	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income
Revenue from operation	703.44	99.47%	9,293.37	98.93%	5,529.58	97.00%	2,403.01	98.40%
Other income	38.03	5.13%	100.41	1.07%	171.18	3.00%	39.05	1.60%
<b>Total Revenue</b>	<b>741.46</b>	<b>100.00%</b>	<b>9,393.79</b>	<b>100.00%</b>	<b>5,700.75</b>	<b>100.00%</b>	<b>2,442.06</b>	<b>100.00%</b>
Cost of revenue from operations	400.79	54.05%	7,471.61	79.54%	4,557.07	79.94%	1,920.10	78.63%
Employee Benefits Expenses	74.87	10.10%	421.74	4.49%	252.30	4.43%	190.67	7.81%
Finance Cost	28.15	3.80%	59.23	0.63%	13.63	0.24%	0.74	0.03%
Depreciation and Amortisation Cost	5.88	0.79%	32.79	0.35%	22.97	0.40%	18.31	0.75%
Other Expenses	61.28	8.27%	296.08	3.15%	171.57	3.01%	114.39	4.68%
<b>Total Expenses</b>	<b>570.97</b>	<b>77.01%</b>	<b>8,281.45</b>	<b>88.16%</b>	<b>5,017.53</b>	<b>88.93%</b>	<b>2,244.21</b>	<b>91.90%</b>
<b>Profit Before Tax</b>	<b>170.49</b>	<b>22.99%</b>	<b>1,112.34</b>	<b>11.84%</b>	<b>683.20</b>	<b>11.98%</b>	<b>197.85</b>	<b>8.10%</b>
<b>Total tax</b>	<b>42.91</b>	<b>5.79%</b>	<b>280.04</b>	<b>2.98%</b>	<b>171.95</b>	<b>3.02%</b>	<b>55.36</b>	<b>2.27%</b>
<b>Profit for the Year (A)</b>	<b>127.58</b>	<b>17.21%</b>	<b>832.29</b>	<b>8.86%</b>	<b>511.26</b>	<b>8.97%</b>	<b>142.49</b>	<b>5.83%</b>

### Review of Restated Financials

**Revenue from Operations:** Revenue from operations mainly consists of Sale of Hardware and Software products and Sale of Services. These composite services are rendered to Domestic customers as well as International customers.

**Other Income:** Other income includes Interest income on loans and advances, Rebate/Discount received, Currency exchange gain on sale of services etc.

**Total Income:** Our total income comprises of revenue from operations and other income.

**Total Expenses:** Company's total expenses consist of Cost of revenue from operations, Employee benefit expenses, Finance costs, Depreciation and Amortization expenses and Other Administrative expenses.

**Cost of Revenue from Operations:** Cost of revenue from operations comprises of purchase of materials as well as charges related to the purchase.

**Employee Benefits Expense:** Employee benefit expense includes Salary & Wages, Staff welfare expenses.

**Finance Cost:** Finance cost includes interest expenses as well as other finance charges.

**Other expenses:** Other expenses mainly consist of Rent and Office expenses, Conveyance and Travelling expenses, Selling and Marketing expenses, Professional and Consulting expenses, Loss on Foreign Currency exchange.

## **REVIEW OF OPERATION FOR THE PERIOD ENDED JUNE 30, 2024**

### ***Revenue from Operations***

The Company's revenue from operations for the period ending on June 30, 2024, amounted to ₹ 703.43 lakhs, accounting for 94.87% lakhs of the total revenue. Revenue was generated from Sale of Hardware and Software products and Sale of Services. These composite services are rendered to Domestic customers as well as International customers which accounts for 43.43% and 51.44% respectively of the total revenue.

### ***Other Income***

Other Income for the period ending on June 30, 2024, amounted to ₹ 38.03 lakhs, constituting 5.13% of total income of which interest income is ₹ 15.81 lakhs, and rebate & discounts received is ₹ 22.10 lakhs.

### **Cost of revenue from operations**

Our Cost of revenue from operations was ₹ 400.79 during the period ended June 30, 2024. As a percentage of total income, expenses relating to cost of revenue from operations expenses were 54.05%, our cost of revenue from operations during the period consisted of purchase of materials as well as charges related to the purchases.

### ***Employee Benefits Expenses***

The costs associated with employee benefits for the period concluded on June 30, 2024, totalled ₹ 74.87 lakhs, making up to 10.10% of the total revenue. The employee benefit expenses primarily included salary and wages, amounting to ₹ 71.94 lakhs, employer's contribution fund are ₹ 2.28 lakhs, and staff welfare expenses are ₹ 0.66 lakhs.

### ***Finance Cost***

Finance cost for the period that concluded on June 30, 2024, totalled ₹ 28.15 lakhs, accounting for 3.80% of the total revenue. These expenses majorly consisted of interest expense ₹ 25.23 lakhs, it also includes bank charges of ₹ 2.92 lakhs.

### ***Depreciation and Amortisation Expenses***

Our depreciation and amortisation expenses for the period ended June 30, 2024, amounted to ₹ 5.88 lakhs constituting 0.79% of total income.

### ***Other Expenses***

Our other expenses for the period ended June 30, 2024, amounted to ₹ 61.28 lakhs, constituting 8.27% of total revenue which primarily comprised of rent expense of ₹ 4.54 lakhs, conveyance and travelling expense ₹ 13.38 lakhs, selling & marketing expenses ₹ 9.24 lakhs and Software Maintenance Expense of ₹ 7.83 lakhs.

### ***Tax Expenses:***

Our tax expense for the period ended June 30, 2024, amounted to ₹ 42.91 lakhs, our tax expenses were 5.79% of our total income.

### ***Profit after Tax (PAT)***

Our profit after tax for the period ended June 30, 2024, amounted to ₹ 127.58 lakhs constituting 17.21% of total revenue.

### **COMPARISON OF F.Y. 2024 WITH F.Y. 2023:**

#### ***Revenue from Operations***

The Company's revenue from operations the financial year 2023-24 is ₹ 9,293.37 lakhs. This represents ₹ 3,763.79 lakhs or 68.07% increase compared to the previous financial year's revenue of ₹ 5,529.58 lakhs. Increase in revenue majorly came from export of services as well as growth in domestic sales.

#### ***Other Income***

Other Income in the Financial Year 2023-24 decreased by 41.34%, reaching ₹ 100.41 lakhs in comparison to the ₹ 171.18 lakhs in the Financial Year 2022-23. This decrease was primarily due to lower Rebate/Discount received by ₹85.30 lakhs compared to previous year.

#### ***Cost of Material Consumed***

Our cost of materials consumed for the Fiscal 2024 was ₹ 7,471.61 lakhs as compared to ₹ 4,557.07 lakhs for Fiscal 2023, representing an increase of 63.96%. This was primarily due to increase in purchase volume of hardware products.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2023-24 increased by 67.16%, reaching ₹ 421.74 lakhs in comparison to the ₹ 252.30 lakhs incurred in the Financial Year 2022-23. This increase in employee costs was mainly driven by salaries and wages, amounting to a total of ₹ 162.56 lakhs.

#### ***Finance Cost***

Finance cost in the Financial Year 2023-24 increased by 334.54%, reaching ₹ 59.23 lakhs in comparison to the ₹ 13.63 lakhs incurred in the Financial Year 2022-23. The increase of the Finance Charges is on account increase in Interest Expense by ₹ 37.95 lakhs and bank charges by ₹ 7.65 lakhs.

#### ***Depreciation and Amortisation Expenses***

Depreciation and amortization in the Financial Year 2023-24 increased by 42.74 %, reaching ₹ 32.79 lakhs in comparison to the ₹ 22.97 lakhs incurred in the Financial Year 2022-23. This increase in depreciation was as a result of purchase of fixed assets.

#### ***Other Expenses***

Other expenses in the Financial Year 2023-24 increased by 72.56%, reaching ₹ 296.08 lakhs in comparison to the ₹ 171.57 lakhs incurred in the Financial Year 2022-23. This increase in other expenses was primarily attributed to several factors, including ₹ 19.25 lakhs increase in Rent expenses, ₹ 15.96 lakhs increase in Conveyance and Travelling expenses, ₹ 45.78 lakhs increase in Professional and consulting charges, ₹ 11.48 lakhs increase in Selling and Marketing expenses.

#### ***Tax Expenses***

Tax expenses have increased reaching a total of ₹ 280.04 lakhs in the financial year 2023-24, in contrast to the ₹ 171.95 lakhs in the financial year 2022-23. This notable increase in tax expenses can be primarily attributed to increase in current tax payments.

### ***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income as well as in total expenses as a percentage of total income. The Profit After Tax (PAT) for the fiscal year 2023-24 reached ₹ 832.30 lakhs, contrasting with ₹ 511.26 lakhs in the fiscal year 2022-23. In the fiscal year 2023-24, PAT constituted 8.86% of the total revenue, in comparison to 8.97% of the total revenue in the fiscal year 2022-23.

### ***Rationale for increase in Profit After Tax (PAT) compared to total income.***

Compared to the last financial year, there has been significant revenue growth of around 1,890.25% in export sales and 42.54% in domestic sales. The reason for this increase in export sales was due to entering into new geographical locations and exploration of new markets for providing software development and backup solutions services. This revenue jump can be largely attributable to Software as a Service provided to customers which has sizeable margins in our business. Even though PAT has increased to ₹832.30 lakhs in FY 2023-2024 as compared to ₹ 511.25 lakhs in FY 2022-2023 which is an increase of 62.79%, our margins has remained consistent in both the year.

### **COMPARISON OF F.Y. 2023 WITH F.Y. 2022:**

#### ***Revenue from Operations***

The Company's revenue from operations the financial year 2022-23 is ₹ 5,529.58 lakhs. This represents ₹ 3126.57 lakhs or 130.11% increase compared to the previous financial year of ₹ 2,403.01 lakhs. Increase in revenue is mostly due to increase in sales volume in Domestic sales by ₹ 3,177.99 lakhs.

#### ***Other Income***

Other Income in the Financial Year 2022-23 surged by 338.39%, reaching ₹ 171.18 lakhs in comparison to the ₹ 39.05 lakhs incurred in the Financial Year 2021-22. This notable increase was mainly attributable to a rise in Interest income, amounting to ₹ 11.91 lakhs, ₹ 136.93 lakhs increase in Rebate and Discount received and Gain on foreign currency transactions amounting to ₹ 5.46 lakhs.

#### ***Cost of Material Consumed***

Our cost of materials consumed for the Fiscal 2023 was ₹ 4,557.07 lakhs as compared to ₹ 1,920.10 lakhs for Fiscal 2022, representing an increase of 137.33%. This was primarily due to increase in purchase volume of hardware products.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2022-23 increased by 32.32%, reaching ₹ 252.30 lakhs in comparison to the ₹ 190.67 lakhs incurred in the Financial Year 2021-22. This increase in employee costs was mainly driven by salaries and wages, amounting to a total of ₹ 69.37 lakhs.

#### ***Finance Cost***

Finance cost in the Financial Year 2022-23 have increased, reaching ₹ 13.63 lakhs in comparison to the ₹ 0.74 lakhs incurred in the Financial Year 2021-22. The increase of the Finance Charges is on account increase in Interest Expense by ₹ 12.89 lakhs.

### ***Depreciation and Amortisation Expenses***

Depreciation and amortization in the Financial Year 2022-23 increased by 25.45 %, reaching ₹ 22.97 lakhs in comparison to the ₹ 18.31 lakhs incurred in the Financial Year 2021-22. This increase in depreciation was a result of purchase of fixed assets.

### ***Other Expenses***

Other expenses in the Financial Year 2022-23 increased by 50.00%, reaching ₹ 171.57 lakhs in comparison to the ₹ 114.39 lakhs incurred in the Financial Year 2021-22. This incline in other expenses was primarily attributed to several factors, including ₹ 9.04 lakhs increase in Rent expenses, ₹ 10.68 lakhs increase in Conveyance and Travelling expenses, ₹ 11.54 lakhs increase in Professional and consulting charges, ₹ 17.25 lakhs increase in Selling and Marketing expenses.

### ***Tax Expenses:***

Tax expenses have increased reaching a total of ₹ 171.95 lakhs in the financial year 2022-23, in contrast to the ₹ 55.36 lakhs in the financial year 2021-22. This notable increase in tax expenses can be primarily attributed to increase in current tax payments.

### ***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income as well as in total expenses as a percentage of total income. The Profit After Tax (PAT) for the fiscal year 2022-23 reached ₹ 511.26 lakhs, contrasting with ₹ 142.49 lakhs in the fiscal year 2021-22. In the fiscal year 2022-23, PAT constituted 8.97% of the total revenue, in comparison to 5.83% of the total revenue in the fiscal year 2021-22.

### ***Rationale for increase in Profit After Tax (PAT) compared to total income.***

Compared to FY 2021-2022, there has been significant revenue growth of around 139.68% in domestic sales in FY 2022-2023. Our company have started procuring turnkey projects in FY 2022-2023 from government and other big business houses and institution, payment banks, e-courts etc. We have seen a significant change in revenue from Haryana, Maharashtra, New Delhi and Tamil Nadu. We have also made progress in other geographical area in which we operate. We have also maintained cost efficiency during the year which is 88.02% of the total income compared to 91.90% of the previous financial year on account of employee benefit expenses. Even though there has been 258.80% growth in PAT in current year, our PAT margins has increased marginally to 8.97% of total income compared to 5.83% of last financial year.

### **Cash Flow**

The table below summaries our cash flows from our Restated Financial Information for the quarter ended June 2024 and for financial years ended on 2024, 2023, and 2022:

<b>Particulars</b>	<b>June 30, 2024</b>	<b>FY 2024</b>	<b>FY 2023</b>	<b>FY 2022</b>
Net cash (used in)/ Generated from operating activities	817.11	(378.28)	(275.00)	56.30

Particulars	June 30, 2024	FY 2024	FY 2023	FY 2022
Net cash (used in)/ Generated from investing activities	5.14	(160.33)	(36.65)	(16.57)
Net cash (used in)/ Generated from finance activities	(787.56)	538.99	330.69	(24.10)
Net increase/ (decrease) in cash and cash equivalents	34.70	0.38	19.03	15.63
Cash and Cash Equivalents at the beginning of the period	55.56	55.18	36.15	20.52
Cash and Cash Equivalents at the end of period	90.26	55.56	55.18	36.15

#### ***Cash Flow from/(used in) Operating Activities***

Net cash generated from operating activities for the period ended June 30, 2024 was ₹ 835.21 lakhs and our profit before tax that period was ₹ 99.16 lakhs. The difference was primarily attributable to depreciation of ₹ 5.88 lakhs, Interest expense of ₹ 25.23 lakhs and thereafter change in working capital of ₹ 730.16 lakhs respectively, resulting in gross cash generated from operations at ₹ 860.43 lakhs. We have income tax paid of ₹ 25.22 lakhs.

Net cash generated from operating activities Fiscal 2024 was ₹ (1,041.22) lakhs and our profit before tax that period was ₹ 1,112.34 lakhs. The difference was primarily attributable to depreciation of ₹ 32.79 lakhs, Interest expense of ₹ 47.75 lakhs and thereafter change in working capital of ₹ (1951.94) lakhs respectively, resulting in gross cash generated from operations at ₹ (759.06) lakhs. We have income tax paid of ₹ 282.16 lakhs.

Net cash generated from operating activities in the Fiscal 2023 was ₹ 1,183.33 lakhs and our profit before tax that period was ₹ 683.20 lakhs. The difference was primarily attributable to depreciation of ₹ 22.97 lakhs, Interest expense of ₹ 9.80 lakhs and thereafter change in working capital of ₹ 639.36 lakhs respectively, resulting in gross cash generated from operations at ₹ 1,355.34 lakhs. We have income tax paid of ₹ 172.03 lakhs.

Net cash generated from operating activities in the Fiscal 2022 was ₹ 56.30 lakhs and our profit before tax that period was ₹ 197.85 lakhs. The difference was primarily attributable to depreciation of ₹ 18.31 lakhs, and thereafter change in working capital of ₹ (103.88) lakhs respectively, resulting in gross cash generated from operations at ₹ 112.28 lakhs. We have income tax paid of ₹ 55.98 lakhs.

#### ***Cash Flow from/(used in) Investing Activities***

For the period ended June 30, 2024, our net cash used in investing activities was ₹ (12.96) lakhs, which was primarily for Purchase of PPE of ₹ 1.67 lakhs and increase in Non-Current Assets of ₹ 11.29 lakhs during the said period.

In the Fiscal 2024, our net cash used in investing activities was ₹ 502.61 lakhs, which was primarily for Purchase of PPE of ₹ 51.37 lakhs and decrease in Non-Current Assets of ₹ 553.98 lakhs during the said period.

In the Fiscal 2023, our net cash used in investing activities was ₹ (1,494.97) lakhs, which was primarily for Purchase of PPE of ₹ 36.65 lakhs and increase in Non-Current Assets of ₹ 1,458.31 lakhs during the said period.

In the Fiscal 2022, our net cash used in investing activities was ₹ (16.57) lakhs, which was primarily for Purchase of PPE of ₹ 16.57 lakhs.

#### ***Cash Flow from/(used in) Financing Activities***

For the period ended June 30, 2024, our net cash generated from financing activities was ₹ (787.55) lakhs. This was primarily due to repayment borrowings of ₹ 762.32 lakhs, and interest expense of ₹ 25.23 lakhs.

In the Fiscal 2024, our net cash generated from financing activities was ₹ 538.99 lakhs. This was primarily due to proceeds from borrowings of ₹ 586.74 lakhs, and interest expense of ₹ 47.75 lakhs.

In the Fiscal 2023, our net cash generated from financing activities was ₹ 330.69 lakhs. This was primarily due to proceeds from borrowings of ₹ 340.49 lakhs, and interest expense paid of ₹ 9.80 lakhs.

In the Fiscal 2022, our net cash used in financing activities was ₹ (24.10) lakhs. This was primarily due to repayment of borrowings of ₹ 33.10 lakhs and proceeds from new share issue of ₹ 9.00 lakhs.

**Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years other than shut down of business due to COVID-19.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 32 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company mainly consists of sale of services by way of 1) Domestic Sales; 2) Export Sales of Hardware and Software products and services.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 32 in this 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.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry services in which the issuer company operated.**

The Company is in the business of, the relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 110 of this Draft Red Herring Prospectus.



**8. Status of any publicly announced new products or business services.**

Our Company has not announced any new services or business services.

**9. The extent to which business is seasonal.**

Our Company's business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

The % of contribution of our Company's suppliers vis-à-vis the total revenue from operations respectively as of for the quarter ended June 30, 2024 and for the Fiscal 2021, 2022 and 2023 is as follows:

Particulars	Top Suppliers as a percentage (%) of total purchases			
	Six month ended June 30, 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021
Top 5	95.13	85.47	88.34	84.29
Top 10	99.65	92.26	93.38	92.28

The % of contribution of our Company's customers vis-à-vis the total revenue from operations respectively as of for the quarter ended September 30, 2023 and for the Fiscal 2021, 2022 and 2023 is as follows:

Particulars	Top Customers as a percentage (%) of total sales			
	Six month ended June 30, 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021
Top 5	84.66	74.42	68.78	53.79
Top 10	97.35	84.49	84.04	73.38

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled "*Industry Overview*" and "*Our Business*" beginning on pages 110 and 120, respectively of this Draft Red Herring Prospectus.

## FINANCIAL INDEBTEDNESS

Our Company avails certain credit facilities in the ordinary course of business to meet our working capital requirements and for general corporate purposes. As of October 31, 2024, our outstanding borrowings aggregated to ₹ 1,009.62 lakhs.

Set forth below, is a brief summary of our Company's borrowings as at October 31, 2024, together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in Lakhs)

Particulars	Interest (in % p.a.)	Sanctioned Amount	Outstanding amount as on October 31, 2024	Tenure (in Months)
<b>Fund Based:</b>				
<b>Secured(A)</b>				
<b>Working Capital Facilities</b>				
HDFC Bank-Cash Credit Facility	9.00%	1,000.00	999.99	Repayable on Demand
<b>Unsecured (B)</b>				
<b>Business Loan</b>				
ICICI Bank	12.00%	50.00	9.63	36 months
<b>Total (A+B)</b>		<b>1,050.00</b>	<b>1,009.62</b>	

\*As certified by peer review auditor, M/s Rajput Jain & Associates pursuant to their certificate dated December 14, 2024.

### Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness:

1. **Interest:** In terms of the facilities sanctioned to us, the interest rate shall be agreed with the lender at the time of disbursement. Additionally, the interest rate for secured loans availed ranges around 9.00% and unsecured loans availed ranges around 12.00%.
2. **Tenure:** The tenor of the loans availed by our Company typically ranges around 36 months, secured working capital loans such as cash credit are repayable on demand.
3. **Security:** In terms of the borrowings availed by our Company where security needs to be created, security is created as mentioned below:
  - a) *Primary Security:* Hypothecation of assets i.e Book Debtors
  - b) *Collateral security:* 100% Personal Guarantee of all Directors and Cash Collateral.
4. **Guarantee:** Personal Guarantee of Promoters of the Company Jagdish Chander Bhatt and Pushpa Bhatt.

## **SECTION VII-LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no outstanding (I) criminal or civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Group Companies, Promoters and Directors (the “**Relevant Parties**”).

For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on September 07, 2024 and has considered for identification of material litigation involving the Relevant Parties.

In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters since incorporation including outstanding action, and tax matters, would be considered ‘material’ if:

1. if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the Profit after tax of our Company for the last audited financial statement.
2. where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on September 07, 2024, determined that outstanding dues to creditors in excess of 5% of our trade payables for the last audited financial statement. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [www.newgenit.com](http://www.newgenit.com).

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.arunayaorganics.com](http://www.arunayaorganics.com). It is clarified that for the purposes of the above, pre litigations notices received by our Company, Group Companies, Promoters, and Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND GROUP COMPANIES:**

#### **LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:**

**GSTIN: 07AAFCV3742E1ZF - Delhi**

Sr. No.	Entity Name	Name of Authority	Notice/ Demand Order Id & Period	Notice/ Order Description	Amount in Dispute (₹ in lakhs)	Current Status
1.	VCARE Infotech Solutions & Services Private Limited	Sales Tax Officer Class II / AVATO  (GST Departme nt)	Order under section 73;  Dated August 10, 2024;  For the Tax Period APR 2019 - MAR 2020;  Bearing reference number ZD0708240 452866	The GST Department has issued notice based on discrepanci es found in the GSTR- 09 annual return for the financial year 2019- 20. Upon scrutiny by the GST Department it was observed that the Company has under- declared its tax liability.	145.72	The Company filed an Appeal Application on December 8, 2024, with the State Appellate Authority, seeking waiver of the tax, interest, and penalty levied on the under- declared tax liability on the grounds that the same is allowable or has been correctly reversed/less claimed.  The matter is currently under review and pending before the State Appellate Authority.

Sr. No.	Entity Name	Name of Authority	Notice/ Demand Order Id & Period	Notice/ Order Description	Amount in Dispute (₹ in lakhs)	Current Status
2.	VCARE Infotech Solutions & Services Private Limited	Sales Tax Officer Class II / AVATO  (GST Department)	Order under section 73;  Dated December 21, 2023;  For the Tax Period : JUL 2017 - MAR 2018;  Bearing reference number ZD0712231153280	The GST Department has issued notice based on discrepancies found in the GSTR-09 annual return for the financial year 2017-18. Upon examination of GST returns and other records, the department found that the Company has claimed excess Input Tax Credit (ITC).	3.18	No reply filed by the Company;  Order for creation of Demand issued by the GST Department
3.	VCARE Infotech Solutions & Services Private Limited	Sales Tax Officer Class II / AVATO  (GST Department)	Notice under section 61 of the CGST Act, 2017;  Dated January 20, 2021;  For the Tax Period : APR 2019 - MAR 2020;  Bearing reference number ZD070121013419V	The GST Department has issued notice based on discrepancies found in the mismatch between the Input Tax Credit (ITC) claimed by the Company in its GSTR-3B return (₹ 125.43 lakhs) and the correspondi	8.25	Reply is furnished by the Company explaining that the credit note amount of ₹ 8.28 lakhs was adjusted in ITC due to insufficient output tax, causing the difference between GSTR-3B and GSTR-2A.  Order by the Tax Officer is pending.

Sr. No.	Entity Name	Name of Authority	Notice/ Demand Order Id & Period	Notice/ Order Description	Amount in Dispute (₹ in lakhs)	Current Status
				<p>ing ITC available as per GSTR-2A (₹ 117.17 Lakhs), resulting in discrepancy of ₹ 8.25 Lakhs.</p> <p>The Company is directed to provide written explanation for this discrepancy.</p>		
4.	NewGen IT Technologies Limited	Sales Tax Officer Class II / AVATO (GST Department)	<p>Show Cause Notice under section 73/74</p> <p>Dated November 11, 2024</p> <p>For the Tax Period : APR 2020 - MAR 2021</p> <p>Bearing reference number ZD07112402 3405V</p>	<p>The GST Department has issued a show cause notice based on the scrutiny of the returns filed by the Company. The Department has observed that there is mismatch of ITC/Output for the financial year 2020-21 of GSTR-1 and GSTR-3B of Rs. 7,84,594/-.</p> <p>The Department has observed</p>	<p>14.48</p> <p>[Tax – 7.85; Interest – 5.85; Penalty – 0.78</p>	<p>Reply is furnished by the Company explaining that the mismatch of ₹ 7,84,594 in ITC for FY 2020–21 has been reversed (partly in GSTR-9 and partly in October 2023 GSTR-3B), along with payment of ₹ 29,100 towards interest through DRC-03 on March 11, 2024.</p> <p>A detailed response, dated December 23 2024, stands filed and the Order from the Tax</p>

Sr. No.	Entity Name	Name of Authority	Notice/ Demand Order Id & Period	Notice/ Order Description	Amount in Dispute (₹ in lakhs)	Current Status
				that the Company has availed the more ITC as mentioned above in GSTR-3B in compression to the ITC available in GSTR-2A and also made short payment of tax in compression GSTR-1.		Officer is pending.

**Direct Tax:**

Nil

**5) Other Pending Litigation based on Materiality Policy of our Company**

Nil

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

**a. VCARE INFOTECH SOLUTIONS AND SERVICES PVT LTD vs ZEPTOEYE INFO SOLUTIONS PVT LTD AND ORS**

*(A Complaint Case bearing registration number 176/2024 and CNR Number DLSE020013212024 dated January 12, 2024, is filed under Section 138 of the Negotiable Instruments Act, 1881)*

The matter is pending before the 41st Judicial Magistrate First Class (NI Act) – 01

Vcare Infotech Solutions and Services Private Limited (erstwhile name of the “Company”) has filed the case before the “Chief Metropolitan Magistrate, South-East, Saket, Delhi”, against Zeptoeye Info Solutions Pvt. Ltd. , Rohit Kumar Sinha, and Sushmita Nigam (directors of Zeptoeye Info Solutions Pvt. Ltd., responsible for running and managing its affairs), alleging that five cheques each valued at ₹ 5 Lakhs (Rupees Five Lakhs only), amounting to a total of ₹25 Lakhs (Rupees Twenty-Five Lakhs only), issued by Zeptoeye Info Solutions Pvt. Ltd. and others were dishonoured upon presentation on November 15, 2023. The above-mentioned cheques were issued by Zeptoeye Info Solutions Pvt. Ltd. against the said purchase and supplies of various equipment and products made by Vcare Infotech Solutions to Zeptoeye

Info Solutions Pvt. Ltd amounting to ₹30,32,403/- (Rupees Thirty Lakhs Thirty-Two Thousand Four Hundred and Three only) between 12<sup>th</sup> October 2022 to 6<sup>th</sup> February 2023. As a result, Vcare Infotech Solutions has initiated legal action against Zeptoeye Info Solutions Pvt. Ltd. and its directors under the Negotiable Instruments Act, 1881, seeking redressal for the dishonoured cheques.

**Next Date of Hearing: 18th January 2025**

- b. Vcare Infotech Solutions and Services Pvt. Ltd. (erstwhile name of the “Company”) engaged with Check Point Technologies Private Limited regarding the supply and installation of firewall software for a tender secured from IIT-Delhi. Based on Check Point Technologies Private Limited’s assurances that their products met the technical requirements, Vcare Infotech Solutions and Services Pvt. Ltd. placed an order for the equipment. However, upon delivery and during the installation process, significant technical defects in the products were discovered. Despite repeated attempts by Vcare Infotech Solutions and Services Pvt. Ltd. to seek technical assistance and resolution from Check Point Technologies Private Limited, IIT Delhi’s concerns went unanswered, leading to the failure of the project and the subsequent cancellation of the tender by IIT-Delhi. As a result, Vcare Infotech Solutions and Services Pvt. Ltd. suffered substantial financial losses, including the forfeiture of its performance bank guarantee, and was disqualified from participating in future tenders with IIT-Delhi, resulting in a total undue loss of over ₹ 350 Lakhs.

In response, A complaint letter was filed by Vcare Infotech Solutions and Services Pvt. Ltd. against Check Point Technologies Private Limited with the authorities, under relevant sections of the Bhartiya Nyaya Sanhita, 2023, including but not restricted to sections 316, 318, 319, etc.,, highlighting their fraudulent conduct, breach of trust, and criminal conspiracy at the Station House Officer, Police Station Okhla Industrial Area Phase 1, New Delhi, on August 02, 2024, with a copy also sent to the Deputy Commissioner of Police (DCP), South-East, Sarita Vihar, New Delhi, registered under diary number 72 T.16:05, PFO no. 980.

Currently, no FIR has been lodged as of yet, and Vcare Infotech Solutions and Services Pvt. Ltd. is awaiting further action to initiate criminal proceedings against Check Point Technologies Private Limited.

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

Nil

**3) Disciplinary Actions by Authorities**

Nil

**4) Litigation involving Tax Liability**

**Indirect Tax:** Nil

**Direct Tax:** Nil

**5) Other Pending Litigation based on Materiality Policy of our Company**

Nil

**LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**



NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:** Nil

**Direct Tax:** Nil

**5) Other Pending Litigation based on Materiality Policy of our Company**

Nil

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

Nil

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

Nil

**3) Disciplinary Actions by Authorities**

Nil

**4) Litigation involving Tax Liability**

Indirect Tax: Nil

Direct Tax: Nil

**5) Other Pending Litigation based on Materiality Policy of our Company**

Nil

**PART 3: LITIGATION RELATING TO OUR GROUP COMPANIES**

**A. LITIGATION AGAINST OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

Nil

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

Nil

**3) Disciplinary Actions by Authorities**

Nil

**4) Litigation involving Tax Liability**

**Indirect Tax:** Nil

**Direct Tax:** Nil

**5) Other Pending Litigation based on Materiality Policy of our Company: Nil**

**B. LITIGATION FILED BY GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

Nil

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

Nil

**3) Disciplinary Actions by Authorities**

Nil

**4) Litigation involving Tax Liability**

Nil

**5) Other Pending Litigation based on Materiality Policy of our Company**

Nil

**Outstanding dues to Small Scale Undertakings or any other Creditors**

In terms of our Materiality Policy adopted by the Board vide Resolution dated September 07, 2024 the Board deems all creditors above 5% of the trade payables as per the last audited financial statements as material creditors. As of June 30, 2024 our Company owes the following amounts to small scale undertakings, other creditors, and material creditors.

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of Creditors</b>	<b>Amount in lakhs</b>
<b>1.</b>	<b>Material Creditors</b>	<b>4</b>	<b>2110.77</b>
	Micro and Small Enterprises	-	-
	Other Creditors	4	2,110.77
<b>2.</b>	<b>Other than Material Creditors</b>	<b>33</b>	<b>158.93</b>
	<b>Total</b>	<b>37</b>	<b>2,269.70</b>

*The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). For complete details about outstanding dues to creditors of our Company, please see website of our Company [www.newgenit.com](http://www.newgenit.com)*

### **WILFUL DEFAULTER OR FRAUDULENT BORROWERS**

Our Promoters and Directors have not been identified as a willful defaulter or fraudulent borrowers in terms of the SEBI ICDR Regulations as on the date of this Draft Red Herring Prospectus.

### **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments Subsequent to the Last Financial Year*” on page 237 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively “Approvals”) from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer “Key Regulations and Policies” on page 145 of this Draft Red Herring Prospectus.*

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

### 1. Approvals in Relation to The Issue

#### Corporate Approvals

1. Our Board of Directors have, pursuant to a resolution passed in its meeting held on August 22, 2024, authorised the Issue subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013;
2. The Shareholders of the Company have, pursuant to a special resolution passed in the Annual General Meeting of the Company held on September 23, 2024 authorised the issue under Section 62(1)(c) of the Companies Act, 2013;

#### In principal approval from Stock Exchange

Our Company has obtained in-principal listing approval from the Emerge Platform of the National Stock Exchange of India Limited dated [●] for listing of Equity Shares issued pursuant to the issue.

#### Agreements with CDSL and NSDL

1. Our Company has entered into an agreement dated October 07, 2024 with the Central Depository Services (India) Limited (“CDSL”), and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited, for dematerialisation of its shares.
2. Our Company has also entered into an agreement dated September 13, 2024 with the National Securities Depositories Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited, for the dematerialisation of its shares.
3. Our Company’s International Securities Identification Number (“ISIN”) is INE15E201016.

### 2. Registration under the Companies Act, 2013:

Sr. No.	Nature of License/ Approval	Registration/License No.	Applicable Laws	Issuing Authority	Date of Grant	Validity
1.	Certificate of Incorporation in the name of VCARE Infotech Solutions & Services Private Limited	U32200DL2016PTC291211	Companies Act, 2013	Registrar of Companies, Delhi	February 16, 2016	Valid, till Cancelled
2.	Certificate of Incorporation pursuant to change in name of the Company from "VCARE Infotech Solutions & Services Private Limited" to "Newgen IT Technologies Private Limited"	U32200DL2016PTC291211	Companies Act, 2013	Registrar of Companies, Central Processing Centre	May 01, 2024	Valid, till Cancelled
3.	Certificate of Incorporation pursuant to conversion of the Company from a private Limited Company to Public Limited Company i.e. "Newgen IT Technologies Private Limited" to "Newgen IT Technologies Limited"	U32200DL2016PLC291211	Companies Act, 2013	Registrar of Companies, Central Processing Centre	July 10, 2024	Valid, till Cancelled

### 3. Registration under various Acts/Rules relating to Income Tax and Goods and Service Tax:

Sr. No.	Description	Registration Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAFCV3742E	Income Tax Department	February 16, 2016	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	DELV14930G	Income Tax Department	March 05, 2016	Valid till Cancelled
3.	GST Registration Certificate	07AAFCV3742E1ZF	Central Board of Indirect Taxes and Customs	October 27, 2017	Valid till Cancelled

#### 4. Business Related Approvals

Sr. No.	Description	Registration Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Legal Entity Identifier Code (LEI)	3358009AG8V4UJ SOKH35	Legal Entity Identifier India Limited	October 17, 2024	November 01, 2025
2.	Udyam Registration*	UDYAM-DL-08-0043336	Ministry of Micro, Small & Medium Enterprises	January 02, 2023	Valid till Cancelled
3.	Registration under Employee's Provident Funds and Miscellaneous Provisions Act, 1952*	GNGGN1765199000	Ministry of Labour and Employment, Government of India	August 24, 2018	Valid till Cancelled
4.	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)*	69000626780001099	Employees State Insurance Corporation	August 24, 2018	Valid till Cancelled
5.	Government Purchase Enlistment Certificate*	NSIC/GP/DEL/2019 /69504	The National Small Industries Corporation Limited	December 18, 2023	December 17, 2025
6.	Store Details Certificate*	NSIC/GP/DEL/2019 /0039383	The National Small Industries Corporation Limited	December 18, 2023	December 17, 2025
7.	Importer Exporter Code (IEC)	0516913999	Ministry of Commerce and Industry Directorate General of Foreign Trade	May 16, 2016	Valid till Cancelled
8.	Registration Certificate of Establishment	2024197018	Department of Labour, Government of National Territory of Delhi	October 19, 2024	Valid till Cancelled
9.	ISO 9001:2015*	Certificate no. - 0427Q266324	Otabu Certification Pvt. Ltd.	April 27, 2024	April 26, 2027
10.	ISO/IEC 20000-1:2018*	Certificate no. – ITSM/24M02247	MQA Certification Services	April 30, 2024	April 29, 2027
11.	ISO/IEC 27001:2022*	Certificate no. – 0427I266424	Otabu Certification Pvt. Ltd.	April 27, 2024	April 26, 2027

\* In the name of "VCARE Infotech Solutions & Services Private Limited". The Company is in the process of changing its name from "VCARE Infotech Solutions & Services Private Limited" to "Newgen IT Technologies Limited"

#### 5. Approvals applied for but not yet received:

Nil

**6. Material Licenses/ Approvals required but not obtained or applied for:**



Nil

**7. Approvals expired and renewal to be applied for:**

Nil

**8. Approvals Obtained In Relation To Intellectual Property Rights**

Our Company had applied for registration of the following trademarks out of which one is pending as on the date of this Draft Red Herring Prospectus:

Sr. No	Class of Trademark	Category	Trademark	Application no.	Date of application	Status
1.	42	TRADE MARK-DEVICE		5139598	20/09/2021	Objected
2.	42	TRADE MARK-DEVICE		5139599	20/09/2021	Objected

**9. Domain Name**

Sr. No	Domain Name and ID	Registrar ID	IANA ID	Creation Date	Registry Expiry Date
1.	<a href="http://www.newgenit.com">www.newgenit.com</a>	<b>Registry Domain ID:</b> 1639363607_DOMAIN_COM-VRSN <b>Registrar Name:</b> GoDaddy.com, LLC	146	September 02, 2011	September 02, 2025

## SECTION VIII- OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

#### *Corporate Approvals*

The Issue has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated August 22, 2024, and the Issue has been authorised by our Shareholders pursuant to a special resolution passed at their Annual General Meeting dated September 23, 2024 authorised the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary. This DRHP has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on December 23, 2024. For further details, see “*The Issue*” on page 60.

#### **In-principle Listing Approvals**

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated [●] to use the name of National Stock Exchange of India Limited in the Draft Red Herring Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Issue.

#### **Prohibition by SEBI or Governmental Authorities**

Our Company, Promoters, members of the Promoter Group, Directors or persons in control of the Promoters or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Draft Red Herring Prospectus.

#### **Prohibition By RBI**

Neither our Company nor our Promoters or Directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 01, 2016, as updated, issued by the RBI.

#### **Compliance under Companies (Significant Beneficial Owners) Rules, 2018**

Our Company, Promoters, or members of the Promoter Group severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus. Further, in view of the General Circular No. 07/2018 dated *September 06, 2018* and General Circular No. 08/2018 dated *September 10, 2018* issued by the Ministry of Corporate Affairs, Government of India (“MCA”), our Company, our Promoters, and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

#### **Directors associated with the Securities Market**

None of our Directors are, in any manner, associated with securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus except as stated under the chapters titled “*Risk factors*”, “*Our Promoters and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page 32, 179 and 247 respectively, of this Draft Red Herring Prospectus.



## Eligibility for the Issue

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post Issue face value capital will be more than ten crores rupees and up to 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 SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

**(a) The Issue should be a company incorporated under the Companies Act 1956/2013.**

Our Company was incorporated on February 16, 2016 under the Companies Act, 2013.

**(b) The post Issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crores.**

The present paid-up capital of our Company is ₹ 14,60,00,000 and we are proposing issue of up to 54,00,000 Equity Shares of ₹ 10/- each at issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be approximately ₹ [●] Lakh which will be less than ₹ 25 Crore.

**(c) Track Record**

Our Company was originally incorporated on February 16, 2016 under the Companies Act, 2013 vide a certificate of incorporation by the Registrar of Companies, Central Registration Centre (“RoC”). Therefore, we are in compliance with the criteria of having track record of three years as on date of filing of this Draft Red Herring Prospectus.

**(d) Operating Profits from Operations and Net-worth**

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Draft Red Herring Prospectus for the last three Financial Years ended March 31, 2024, 2023 and 2022 are set forth below:

**From Restated Financial Statements**

(₹ in Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Operating Profit (earnings before interest, depreciation and tax)	1,092.47	544.81	177.11
Share Capital	1,200.00	10.00	10.00
Add: Reserves & Surplus	434.95	792.66	281.40
<b>Net Worth</b>	<b>1,634.95</b>	<b>802.65</b>	<b>291.40</b>

- (e) **The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

- (f) **The company shall mandatorily have a website.**

Our Company has a live and operational website- [www.newgenit.com](http://www.newgenit.com)

- (g) **The Company should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application**

*(₹ in lakhs)*

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Cash flow from operating	(378.28)	(275.00)	56.30
(-) Purchase of FA	51.37	36.65	16.57
(+) Net Borrowings	586.74	340.48	(33.10)
(-) Interest expense x (1-T)	35.73	7.34	-
<b>FCFE</b>	<b>121.36</b>	<b>21.49</b>	<b>6.63</b>

\* As certified by M/s Rajput Jain & Associates, Chartered Accountant by way of their certificate dated December 14, 2024.

- (h) **Other Listing Conditions:**

- i. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) and no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company.
- ii. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- iii. There has been no change in the Promoters of the Company in preceding one year from the date of filing application to EMERGE Platform of NSE Limited ('NSE EMERGE') segment.
- iv. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.
- v. There is no material regulatory or disciplinary action 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.
- vi. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, Promoters, companies promoted by the Promoters during the past three years.
- vii. There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- viii. We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group Company(ies), subsidiaries companies

promoted by the promoters/promoting Company(ies) of the applicant Company in the Draft Red Herring Prospectus.

- ix. We have disclosed the details of the applicant, Promoters/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoters/promoting Company(ies) litigation record, the nature of litigation, and status of litigation, For details, please refer the chapter “*Outstanding Litigation & Material Developments*” on page 247 of this Draft Red Herring Prospectus.
- x. There has been no track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of our Directors and its effect on the business of our Company, where all or any of the directors of our Company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences.
- xi. We have disclosed all details of the track record of the directors. For Details, refer the chapter “*Outstanding Litigation & Material Developments*” on page 247 of this Draft Red Herring Prospectus.
- xii. We have not been rejected by the Exchange in the last 6 complete months.
- xiii. There have been no instances of our BRLM to the Issue, where any of their IPO draft offer document filed with the NSE being returned in the past 6 months from the date filing of this DRHP.

**As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:**

- The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated September 13, 2024 with NSDL, our Company and Registrar to the Issue;
  - b. Tripartite agreement dated October 07, 2024 with CDSL, our Company and Registrar to the Issue;
  - c. The Company’s shares bear an ISIN: INE15E201016
- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters are in dematerialised form.
- The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter “*Objects of the Issue*” on page 90 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- A. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred

from accessing the capital markets by the SEBI.

- B. None of our Promoters or Directors is Promoters or Directors of companies which are debarred from accessing the capital markets by the SEBI.
- C. Neither our Company nor our Promoters or Directors are wilful defaulter or Fraudulent Borrower.
- D. None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.

We further confirm that we shall be complying with all the other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTICTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS 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 THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER UNISTONE CAPITAL PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS WILL BE RESPONSIBLE FOR THE STATEMENTS SPECICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 23, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE**

## **RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.**

### **Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies in terms of Section 26 and 32 of the Companies Act, 2013.

### **Disclaimer from our Company, Directors, and the Book Running Lead Manager**

Our Company, Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

### **Disclaimer in respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to or to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a

transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

### **Disclaimer Clause of the Emerge 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 Ref.: [●] dated [●], permission to the Issuer to use the Exchange's name in this Offer Document as the Designated Stock Exchange on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

### **Disclaimer Clause under Rule 144A of the U.S. Securities Act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Listing**

Application will be made to the "National Stock Exchange of India Limited" for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within three Working Days from the Bid/ Issue Closing Date.

### **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders' Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and Issue of duplicate shares. For details, please refer to the chapter titled "*Our Management*" beginning on page 161 of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (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 Sneha Modi, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

#### **Sneha Modi**

#### **Newgen IT Technologies Limited**

Plot No. 5, 3<sup>rd</sup> Floor, Khasra No. 344, Gadaipur, South-West, Delhi-110030, India

**Telephone:** 011 45622417

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

**Email id:** [cs@newgenit.com](mailto:cs@newgenit.com)

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES".

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

The Company must obtain authentication on the SCORES and comply with the SEBI circular no. *CIR/OIAE/1/2013* dated *December 18, 2014* in relation to redressal of investor grievances through SCORES. As on the date of this Draft Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name*

*shall be liable for action under section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

## **Consents**

Consents in writing of: (a) the Promoters, the Directors, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Banker to the Company and (b) Book Running Lead Manager, Registrar to the Issue, the Syndicate Members\*, Bankers to the Issue/Escrow Bank\*, Public Issue Account Bank(s)\*, Sponsor Bank(s)\* and Refund Bank(s)\*, Underwriter\*, Market Maker\*, Banker to the Issue\*, and Legal Advisor to the Issue, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus and Red Herring Prospectus for filing with the RoC.

*\* The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Rajput Jain & Associates, Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated Financial Statements dated December 11, 2024, (2) Restated Financial Statements dated December 11, 2024, and (3) Report on Statement of Tax Benefits dated December 11, 2024 which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

## **Expert Opinion**

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

Except the report of the Statutory Auditor on statement of tax benefits and report of the peer review auditor on restated financial statements for period ended June 30, 2024 and for the Financial Year ended March 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any other expert opinion.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.



### **Stock Market data for Equity Shares of our Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## Price Information and track record of past issues handled by the Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by **Unistone Capital Private Limited**

Sr. No.	Issuer Name	Issue Size (in Lakhs)	Offer 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
<b>Main Board</b>								
1	Exicom Tele-Systems Limited	42,899.90	142	March 05, 2024	265.00	46.41% [0.71%]	113.49% [4.06%]	171.51% [12.88%]
2	Platinum Industries Limited	23,531.69	171	March 05, 2024	225.00	19.36% [0.71%]	15.32% [4.06%]	143.19% [12.88%]
3	Saraswati Saree Depot Limited	16,001.28	160	August 20, 2024	194.00	6.98% [2.90%]	-20.96% [-5.04%]	
4	Shree Tirupati Balajee Agro Trading Company Limited	16,965.20	83	September 12, 2024	225.00	-7.37% [-1.67%]	-6.18% [-2.94%]	
5	Arkade Developers Limited	41,000.00	128	September 24, 2024	194.00	7.30% [-6.17%]	-	-
6	Diffusion Engineers Limited	15,796.40	168	October 04, 2024	90.00	119.17% [-2.84%]	-	-
<b>SME Platform</b>								
1	Manglam Infra & Engineering Limited	2,761.92	56	July 31, 2024	106.40	19.73% [1.14%]	-10.89% [-1.94%]	-1.52% [10.51%]
2	Deccan Transcon Leasing Limited	6,505.92	108	September 24, 2024	116.00	-42.59% [-6.17%]		
3	OBSC Perfection Limited	6,602.40	100	October 29, 2024	110.00	75.30% [-2.26%]	-	-
4	Usha Financial Services Limited	9,844.80	168	October 31, 2024	164.00	-30.33% [-0.31%]	-	-

Source: [www.nseindia.com](http://www.nseindia.com)

(1) NSE as Designated Stock Exchange.

Notes:

- Issue size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- Price on NSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price of the previous trading day has been considered.
- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

**Summary statement of price information of past public issues handled by Unistone Capital Private Limited**

Financial Year	Total no. of IPOs*	Total Funds Raised (₹ In Lakh)	Nos. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			Nos. of IPOs trading at premium- 30 <sup>th</sup> calendar days from listing			Nos. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			Nos. 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%
<b>Main Board</b>														
FY 2022-23	1	15,498.00	-	-	-	1	-	-	-	-	-	-	1	-
FY 2023-24	5	1,29,110.09	-	-	-	1	2	2	-	-	-	3	1	1
FY 2024-25	4	89,762.88	-	-	1	1	-	2	-	-	-	-	-	-
<b>SME Platform</b>														
FY 2022-23	2	6,094.08	-	-	-	-	1	1	-	-	-	-	1	1
FY 2023-24	5	16,925.97	-	-	-	-	2	3	-	-	1	2	1	1
FY 2024-25	4	25,715.04	-	1	-	1	-	1	-	-	-	-	-	-

*\*The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the BRLM, as specified in Circular reference *CIR/MIRSD/1/2012* dated *January 10, 2012* issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com)

### **Previous Rights and Public Offers**

Except as stated in the section titled “*Capital Structure*” beginning on page 77 of this Draft Red Herring Prospectus, we have not made any previous rights and/or public offers during last 5 years and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is first “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Commission and Brokerage on Previous Offers**

Since this is the initial public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last 5 years.

### **Capital Issue during the Previous Three Years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Neither our Company nor any of our Group Companies/Associates have undertaken any capital Issue or any public or rights Issue in the last three years preceding the date of this Draft Red Herring Prospectus. Further, as of the date of this Draft Red Herring Prospectus our Company has no listed subsidiary.

### **Performance Vis-A-Vis Objects for our Company and/or Listed Subsidiary Company and/or Listed Promoters Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on the date of this Draft Red Herring Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

### **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

## SECTION IX – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue.*

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated November 08, 2019, and the circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated March 30, 2020 (together, the “UPI Circular”) Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 327 of this Draft Red Herring Prospectus.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 22, 2024, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Annual general meeting of the Company held on September 23, 2024.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number

of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 189 and 327, respectively of this Draft Red Herring Prospectus.

### **Face Value, Issue Price, Floor Price, and Price Band**

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in all edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi being the regional language of Delhi, where our Registered Office is located) at least two Working Days prior to the Bid/Issue Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 327 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Issue:

- a. Tripartite agreement dated September 13, 2024, with NSDL, our Company and Registrar to the Issue;
- b. Tripartite agreement dated October 07, 2024, with CDSL, our Company and Registrar to the Issue;
- c. The Company's shares bear an ISIN: INE15E201016.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked forthwith.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Offers and sales occur.

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

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole

applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

### **Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue reserve at any time after the Issue Opening Date but before Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable, within one day of receipt of such notification. Our Company shall also promptly inform the same to the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Draft Red Herring Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraw the Issue after the Application/ Issue Closing Date and thereafter determine that it will proceed with public Issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

### **Bid/Issue Program**

<b>BID/ISSUE OPENS ON</b>	[●]day, [●]
<b>BID/ISSUE CLOSE ON</b>	[●]day, [●]



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

*\*\*Our Company may, in consultation with the Book Running Lead Manager, 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.*

The Anchor Investor Bid/ Issue Period will be one Working Day prior to the Bid/ Issue Opening Date i.e., [●], in accordance with the SEBI ICDR Regulations.

1. *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the Issue shall be open after at least three working days from the date of filing the Red Herring Prospectus with the Registrar of Companies.*
2. *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public Issue shall be kept open for at least three working days and not more than ten working days.*
3. *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (Issue) period disclosed in the Draft red herring prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
4. *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, in case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the Issue period disclosed in the Draft Red Herring Prospectus, for a minimum period of one working day, subject to the provisions of sub- regulation 266(1).*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	[●] day, [●]
Finalization of Basis of Allotment with NSE	On or about, [●] day, [●]
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, [●] day, [●]
Credit of Equity Shares to demat account of the Allottees	On or about, [●] day, [●]
Commencement of trading of the Equity Shares on NSE	On or about, [●] day, [●]

*\*\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.*

The above timetable 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 NSE 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.

SEBI is in the process of streamlining and reducing the post issue timeline for initial public offerings and has through its circular *SEBI/HO/CFD/TPD1/CIR/P/2023/140* dated August 09, 2023, reduced the time period for listing of shares in public issue from existing 6 days to 3 days. 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 01, 2023. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with listing timelines and activities prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period. On the Issue Closing Date, the Applications, and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till

the Bid/Issue Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Issue) period disclosed in the Draft Red Herring Prospectus (in case of a book built issue) or the Issue period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of one working day, subject to the Bid/ Issue Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on period
Delayed unblock for cancelled / withdrawn/ deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/ partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation

shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Issue Period (except on the Bid / Issue Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

On the Bid / Issue Closing Date:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### **Minimum Subscription**

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “*General Information*” beginning on page 65 of this Draft Red Herring Prospectus.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead*

*Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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 or regulations.*

### **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, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

### **New Financial Instruments**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments, or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

### **Market Making**

The shares issued through this Issue are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled “General Information” beginning on page 65 of this Draft Red Herring Prospectus.

### **Option to receive Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

### **Restrictions, if any on transfer and transmission of Equity Shares**

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the chapter “Capital Structure” beginning on page 77 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “Main Provisions of Articles of Association” beginning on page 327 of this Draft Red Herring Prospectus.

*Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Issue face value capital more than ten crore rupees and up to twenty-five crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 273 and 287 respectively, of this Draft Red Herring Prospectus.

### Issue Structure

Initial Public Issue of up to 54,00,000 equity shares of face value of ₹ 10 each (“**Equity Shares**”) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“**Issue Price**”) aggregating up to ₹ [●] lakhs of which up to [●] equity shares of face value of ₹ 10each for cash at a price of ₹ [●] per equity share including a share premium of [●] per equity share aggregating to ₹ [●] will be reserved for subscription by market maker to the issue (the “**Market Maker Reservation Portion**”). The issue less the market maker reservation portion i.e. Net Issue of upto [●] equity shares of face value of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] is hereinafter referred to as the “**Net Issue**”. The Issue will constitute [●]%, respectively of the post Issue paid up equity share capital of the Company.

The Issue is being made through the Book Building Process. For further details, please refer chapter titled “*Terms of the Issue*” on page 273 of this Draft Red Herring Prospectus:

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Number of Equity Shares*</b>	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares	Up to [●] Equity Shares
<b>Percentage of Issue Size Available for allocation</b>	Not more than 50.00% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the	Not less than 15.00% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35.00% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation	[●] % of the Issue Size

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	Anchor Investors Portion shall be available for allocation to domestic mutual funds only			
<b>Basis of Allotment / Allocation if respective category is oversubscribed</b>	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 [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled " <i>Issue Procedure</i> " beginning on page 287.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, " <i>Issue Procedure</i> " on page 287.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
Minimum Bid Size	[●] Equity Shares of Face Value of ₹ 10.00 each in multiples of [●] Equity Shares of face value ₹10 each such that the Bid Amount exceeds ₹ 2,00,000	Such number of Equity shares in multiple of [●] Equity shares of face value ₹10 such that Application size exceeds ₹ 2,00,000	[●] Equity Shares of Face Value of ₹ 10.00 each and in multiples of [●] Equity Shares of face value ₹10 each thereafter	[●] Equity Shares of Face Value of ₹ 10.00 each in multiple of [●] Equity shares
Maximum Bid Size	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹10 each not exceeding the size of the Issue, (excluding the Anchor portion) subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹10 each not exceeding the size of the Issue, (excluding the QIB portion) subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹10 each so that the Bid Amount does not exceed ₹ 2,00,000	[●] Equity Shares in multiple of [●] Equity Shares

\*Assuming full subscription in the Issue

1. Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Issue Procedure" on page 287.
2. Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Issue" on page 273.
3. Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.



***In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.***

### **Withdrawal of the Issue**

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. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares issued through this Issue on its SME Platform, which the Company shall apply for after Allotment and the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

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 all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper, (Hindi being the regional language of Delhi where our Registered Office is located), each with wide circulation.

2. 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.
3. 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.

### **Issue Programme**

<b>ISSUE OPENING DATE</b>	[●] day, [●]
<b>ISSUE CLOSING DATE</b>	[●] day, [●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in our Company with the SCSBs, to the extent applicable.*

## Lot Size

SEBI vide circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* (“Circular”) standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Issue stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## ISSUE PROCEDURE

*All Applicants should review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and the UPI Circulars, notified by SEBI (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchanges, the Company, and the Book Running Lead Manager before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to this Issue.*

*Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of 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 vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 01, 2023 (“T+3 Circular”). This Draft Red Herring Prospectus has been drafted in accordance with UPI Phase II framework and also reflects additional measures for streamlining the process of initial public offers. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.*

*Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional*

*measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022, all individual bidders in initial public offerings (opening on or after May 01, 2022) whose application sizes are up to ₹ 5,00,000 may also use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 01, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 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. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.*

*Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.*

## **PART A**

### **Book Built Process**

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 252 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from 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 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the 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.

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 BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

In accordance with Rule 19(2)(b) of the SCRR, the Issue will constitute at least [●]% of the post Issue paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN, and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares dematerialised subsequent to Allotment of the Equity Shares in the Issue, subject to applicable law.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press release dated June 25, 2021, and September 17, 2021. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar was extended to June 30, 2023.**

#### **Phased implementation of UPI for Bids by RIBs as per the UPI Circulars**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, inter alia, equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 01, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 01, 2019, and will continue for a period of three months or floating of five main board public issues, whichever is later. SEBI, vide its circular no. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019*, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020.

Subsequently, SEBI, vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020*, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** Pursuant to SEBI circular no. *SEBI/HO/CFD/TPD1/CIR/P/2023/140* dated *August 09, 2023*, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 01, 2023; and (ii) mandatory on or after December 01, 2023. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes 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.

Pursuant to the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* issued by SEBI, as amended by the SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021* and the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *April 20, 2022* (the “UPI Streamlining Circulars”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* read with SEBI Circular No: *SEBI/HO/CFD/DIL2/CIR/P/2021/570* dated *June 02, 2021* read with SEBI Circular No: *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2022* NPCI vide circular reference no. *NPCI/UPI/OC No. 127/ 2021-22* dated *December 09, 2021*, inter alia, has enhanced the per transaction limit in UPI from more than ₹0.20 million to ₹0.50 million for UPI based ASBA in initial public offerings.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will 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 Bidders using the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges, and the BRLM.

### **Bid and Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Issue Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders 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. For all initial public offerings opening on or after September 01, 2022, as specified in SEBI vide its circular no. *SEBI/HO/CFD/DIL2/P/CIR/2022/75* dated *May 30, 2022*, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. RIB, QIB, NIB and other reserved categories and also for all modes through which the applications are processed.

Since the Issue is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (a) RIBs and NIBs (other than NIBs 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.
- (b) UPI Bidders 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.
- (c) QIBs and NIBs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (d) 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 or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in Annexure II of SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2022*.

For all IPOs opening on or after September 01, 2022, as specified in SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2022/75* dated *May 30, 2022*, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. RIB, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLM.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Categories	Colour*
Resident Indians, including resident QIBs, NIBs, RIBs and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

\*Excluding Electronic Application Form

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchange. Stock Exchange shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to the UPI Bidders, for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to the UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* as amended pursuant to *SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021* and SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2022*. In accordance with BSE Circular No. *20220803-40* and NSE Circular No. *25/2022*, each dated *August 03, 2022*, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Pursuant to NSE circular dated August 03, 2022, with reference no. *25/2022*, the following is applicable to all initial public offers opening on or after September 01, 2022:

- (a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the Issue and Depository Participants shall continue till further notice.
- (b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.



- (c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
- (d) The Stock Exchanges shall display bid details of only successful ASBA blocked applications on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100 – Block Request Accepted by Investor/ Client, based on responses/status received from the Sponsor Bank(s)

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stockbroker 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)

Retail investors submitting application with any of the entities at (2) to (5) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p>

**Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.**

**Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.**

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Availability of Draft Red Herring Prospectus and Application Forms**

The Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE [www.nseindia.com](http://www.nseindia.com).

### **Who can apply?**

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations, and guidelines, including:

- a. Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship).
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals.
- c. Companies, corporate bodies, and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents.
- d. Mutual Funds registered with SEBI.
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- f. Indian Financial Institutions scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable).
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion.
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares.
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI, State Industrial Development Corporations.

- k. Foreign Venture Capital Investors registered with the SEBI.
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares.
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares.
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India.
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares.
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares.
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of Government of India published in the Gazette of India.
- r. Insurance funds set up and managed by army, navy, or air force of the Union of India.
- s. Multilateral and bilateral development financial institution.
- t. Eligible QFIs.
- u. Insurance funds set up and managed by the Department of Posts, India.
- v. Any other persons eligible to apply in this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them.

**Applications not to be made by:**

- a. Minors (except through their Guardians)
- b. Partnership firms or their nominations
- c. Foreign Nationals (except NRIs)
- d. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Issue.

**Maximum And Minimum Application Size**

**For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

**For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Applicants. 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. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

### **Basis of Allotment**

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 RHP. 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/ Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSBs 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/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (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 over subscription 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.

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and
  - ii. the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
  4. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares issued, 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 Draft Red Herring Prospectus.
  5. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
    - As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
    - The balance net Issue of shares to the public shall be made available for allotment to Individual applicants other than retails individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
    - The unsubscribed portion of the net Issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead 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.

## **Participation by Associates /Affiliates of BRLM and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/ Underwriters and Market Maker, if any, may subscribe to Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

### **Bids by eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub-Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 326 of this Draft Red Herring Prospectus.

### **Bids by HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta.” Bids by HUFs may be considered at par with Bids from individuals.

### **Bids By FPIs Including FIIs**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘Foreign Institutional Investors’ and ‘Qualified Foreign Investors’ are subsumed under a new category namely ‘Foreign Portfolio Investors’ or ‘FPIs’. RBI on March 13, 2014, amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Issue**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and 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 the prescribed format.

Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

Copies of the Application Form along with Abridged Prospectus and copies of the 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 Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Draft Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for Equity Shares should approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. Retail Individual Applicants have to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is

liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-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 sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014, issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations; and
- b. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investors can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Issue. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which

have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company and BRLM will not be responsible for loss, if any, incurred by the Applicant.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

### **Applications by Insurance Companies**

In the case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations"), as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer.
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- iii. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
- iv. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,50,00,000 Lakhs or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,00,000 Lakhs or more but less than ₹2,50,00,000 Lakhs.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, thereof.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, thereof.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made pursuant to power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2,500 Lakhs and pension funds with 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 Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for, or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Red Herring Prospectus.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services companies cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Applications by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012, and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs, a certified copy of certificate of registration issued by IRDA is must. Further, such an account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time. Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants have to compulsorily apply through the ASBA Process. Our Company, and the Book Running Lead 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 Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 200 Lakhs. A Bid cannot be submitted for over 60.00% 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 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.
- 5) Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 200 Lakhs.
  - b. minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 200 Lakhs but up to ₹ 2,500 Lakhs, subject to a minimum Allotment of ₹ 100 Lakhs per Anchor Investor; and
  - c. in case of allocation above ₹ 2,500 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹ 2,500 Lakhs, and an additional 10 Anchor Investors for every additional ₹ 2,500 Lakhs, subject to minimum allotment of ₹ 100 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding/Issuing Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation 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 on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, the Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM, or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

#### **Method and Process of Applications**

- 1) The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
- 2) The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
- 3) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
- 5) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries there than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case maybe.

### **Maximum and Minimum Application Size**

The applications in this Issue, being a Book Built issue, will be categorized into two, For Retail Individual Applicants. The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000

### **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net issue category for a number of specified securities that exceeds the total number of securities issued to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities issued in the issue less total number of specified securities issued in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.



The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Pre-Issue Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the 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.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and 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/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for does not exceed the prescribed limits under applicable laws or regulations.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. The applications accepted by them,
  - ii. The applications uploaded by them.
  - iii. The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead 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 Issue 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 Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. 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 Exchange shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - Name of the Applicant.
  - IPO Name:
  - Application Form Number.
  - Investor Category.
  - PAN (of First Applicant, if more than one Applicant).
  - DP ID of the demat account of the Applicant.
  - Client Identification Number of the demat account of the Applicant.
  - Number of Equity Shares Applied for.
  - Bank Account details.
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained, and Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in this Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchange 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 Promoters, 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.
12. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

1. The Issue is being made through the Book Built Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

#### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

Our Company intend to enter into an Underwriting Agreement after the finalisation of the Issue Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The

Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and will be complete in all material respects.

### **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.

The issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **Designated Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

### **Advertisement regarding Issue price and Draft Red Herring Prospectus**

Our Company will issue a statutory advertisement after the filing of the Draft Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of Issue of the Draft Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not receive the subscription of 100% of the Issue through this Offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

### **General Instructions**

**Do's:**

1. Check if you are eligible to apply.
2. Read all the instructions carefully and complete the applicable Application Form.
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only.
4. All Bidders should submit their Bids through the ASBA process only.
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e., to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. RIBs using UPI Mechanism through the SCSBs, and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/COR/P/2019/85* dated *July 26, 2019*;
11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Issue;
12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;

16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
22. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary,

as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Issue Closing Date.
38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not apply for lower than the minimum Application size.
2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;>
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;>
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
17. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Other instructions for the Bidders**



## **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

## **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

## **Investor Grievance**

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

## **Nomination Facility to Bidders**

The nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In the case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

## **Submission of Bids**

- I. During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

## **Grounds of Technical Rejections**

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. *CIR/CFD/POLICY CELL/11/2015* dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

## **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 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:

- i. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and
- iii. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

## **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

## **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Draft Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form
- For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.

- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

### Communications

Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

### Equity Shares in Dematerialised Form with NSDL Or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Agreement dated September 13, 2024, among NDSL, the Company and the Registrar to the Issue; and

Agreement dated October 07, 2024, among CDSL, the Company and the Registrar to the Issue.

The Company's shares bear ISIN no: INE15E201016

<p>To,  <b>Sneha Modi</b>          Company Secretary &amp; Compliance Officer  <b>NewGen IT Technologies Limited</b>          Plot No. 5, 3<sup>rd</sup> Floor, Khasra No. 344,          Gadaipur, South-West, Delhi-110030, India  <b>Telephone:</b> 01145622417  <b>Website:</b> <a href="http://www.newgenit.com">www.newgenit.com</a>  <b>Email id:</b> <a href="mailto:cs@newgenit.com">cs@newgenit.com</a></p>	<p>To,  <b>Link Intime India Private Limited</b>          C-101, 247 Park, 1st Floor L.B.S Marg, Vikhroli          West Mumbai-400083, Maharashtra, India  <b>Telephone:</b> +91 22 49186000  <b>Fax No.:</b> +91 22 49186060  <b>Email:</b> <a href="mailto:newgenit.smeipo@linkintime.co.in">newgenit.smeipo@linkintime.co.in</a>  <b>Investor Grievance Email:</b>  <a href="mailto:newgenit.smeipo@linkintime.co.in">newgenit.smeipo@linkintime.co.in</a>  <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>  <b>SEBI Registration No.:</b> INR000004058</p>
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### Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, 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 favor of:

- (a) In case of resident Anchor Investors: “[●]-IPO-Anchor Investor-R”; and  
 (b) In case of Non-Resident Anchor Investors: “[●]-IPO-Anchor Investor-NR”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection

Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●], an English national daily newspaper, and all editions of [●], Hindi being the regional language of Delhi, where our Registered Office is located). In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

### **Disposal of Applications and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the Issue.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who—*

- a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

### **Procedure and time for allotment and demat credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository.**

### **Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder, depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

## **Basis of Allotment**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

Each successful applicant shall be allotted [●] equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

If the shares allocated on a proportionate basis to any category is more than the shares allotted to the applicants in that category, the balance available shares for allocation shall be first adjusted against any category, where the allotted shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of shares.

Since present issue is a Book Built Issue, the allocation in the Net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) *not less than thirty-five per cent. to retail individual investors;*
- b) *not less than fifteen per cent. to non-institutional investors;*
- c) *not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:*

*Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

In case the aggregate demand in this category is greater than [●] 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.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription. In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE -the Designated Stock Exchange in addition to Book Running Lead 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, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

### **Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the Issue shall be attended to by our Company `;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of closure of the Issue;
- That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That our Promoter's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares issued through the Draft Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:



- a) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- b) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- e) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 has prescribed the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “FDI Circular”), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Issue Procedure - Bids by Eligible NRIs*” and “*Issue Procedure - Bids by FPIs*” on pages 298 and 298. As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, 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 Bid for the Issue do not exceed the applicable limits under applicable laws or regulations.

For further details, see “*Issue Procedure*” beginning on page 287 of this Draft Red Herring Prospectus.

## SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### ARTICLES OF ASSOCIATION

OF

### NEWGEN IT TECHNOLOGIES LIMITED

*TABLE APPLICABLE TO COMPANY AS NOTIFIED UNDER SCHEDULE I OF THE COMPANIES ACT, 2013*

### *A COMPANY LIMITED BY SHARES*

#### INTERPRETATION

(1) In these Regulations unless the context otherwise requires:

(a) "The Company" or this company' means NEWGEN IT TECHNOLOGIES LIMITED

(b) (1) In these regulations—

(a) "the Act" means the Companies Act, 2013,

(b) "the seal" means the common seal of the company.

(c) "public company" means a company which—

(a) is not a private company and;

(b) has a minimum paid-up share capital as may be prescribed:

**Provided** that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles ;

(2) 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.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

II. 1. 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.

2. (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 one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) 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.

3. (i) 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.

- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. 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.
5. (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 there-under.  
(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.  
(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.
6. (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.  
(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.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an 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.

#### LIEN

9. (i) The company shall have a first and paramount lien—  
(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and  
(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:  
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.  
(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.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:  
Provided that no sale shall be made—  
(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.  
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.  
(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.
12. (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.  
(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.

### **CALLS ON SHARES**

13. (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:  
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.  
(ii) 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.  
(iii) A call may be revoked or postponed at the discretion of the Board.
14. 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.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (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.  
(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (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.  
(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—  
(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and  
(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate 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.

## **TRANSFER OF SHARES**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) 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.
20. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;
- or
- (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
22. 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:
- 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.

## **TRANSMISSION OF SHARES**

23. (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.
- (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.
24. (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—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (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.
25. (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.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (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.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in

respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **FORFEITURE OF SHARES**

27. 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.
28. The notice aforesaid shall—
- (a) 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
  - (b) 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.
29. 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.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (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.
- (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.
32. (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;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) 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.
33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.

### **ALTERATION OF CAPITAL**

34. 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.
35. Subject to the provisions of section 61, the company may, by ordinary resolution-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (d) 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.
36. Where shares are converted into stock,—
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - (c) such of the regulations 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.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law—
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

### **CAPITALIZATION OF PROFITS**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (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.
- (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—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);



- (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;
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares 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;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### **BUY-BACK OF SHARES**

40. 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.

#### **GENERAL MEETINGS**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **PROCEEDINGS AT GENERAL MEETINGS**

43. (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.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. 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.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **ADJOURNMENT OF MEETING**

47. (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.  
(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.  
(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.  
(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.

### **VOTING RIGHTS**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares—  
(a) on a show of hands, every member present in person shall have one vote; and  
(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (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.  
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. 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.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. 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.
54. (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.  
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **PROXY**

55. 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.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **BOARD OF DIRECTORS**

58. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. Further first Directors of Newgen IT Technologies Private Limited will remain same as they were at the time of incorporation of company.
59. (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.  
(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—  
(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or  
(b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. 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.
62. 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.
63. 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.
64. (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.  
(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.

### **PROCEEDINGS OF THE BOARD**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. 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.
68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) 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.
69. (i) 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.
- (ii) 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.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) 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.
71. (i) A committee may meet and adjourn as it thinks fit.
- (ii) 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.
72. 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.
73. 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.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF  
FINANCIAL OFFICER**

74. Subject to the provisions of the Act-
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, 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.

#### **THE SEAL**

76. (i) The Board shall provide for the safe custody of the seal.

(ii) 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.

#### **DIVIDENDS AND RESERVE**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. 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.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) 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.

(ii) 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.

(iii) 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.

81. 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.

82. (i) 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.

- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. 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.

84. 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.

85. No dividend shall bear interest against the company.

### **ACCOUNTS**

86. (i) 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.

- (ii) 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.

### **WINDING UP**

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

- (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.
- (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.
- (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 other securities whereon there is any liability.

### **INDEMNITY**

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts, not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus, which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Red Herring Prospectus with RoC to Issue Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

#### Material Contracts:

- 1) Issue Agreement dated December 11, 2024, between our Company and BRLM.
- 2) Registrar Agreement dated November 14, 2024, between our Company and the Registrar to the Issue.
- 3) Public Issue Account and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Issue, the BRLM, Banker to the Issue, Sponsor Bank, Refund Bank and Syndicate Member.
- 4) Syndicate agreement dated [●] entered into amongst our Company, the BRLM, the Syndicate Member.
- 5) Underwriting Agreement dated [●] between our Company the BRLM and Underwriter.
- 6) Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 13, 2024.
- 7) Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated October 07, 2024.
- 8) Market Making Agreement dated [●] between our Company, BRLM and Market Maker.

#### Material Documents

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Issue, at their meetings held on August 22, 2024 and September 23, 2024 respectively;
- 3) Resolution of the Board of Directors of our Company dated December 23, 2024 approving this Draft Red Herring Prospectus and amendments thereto.
- 4) Copies of the Annual Reports of our Company for the preceding three Fiscal Financial Years;
- 5) Special Resolution of shareholders of our company dated September 23, 2024 approving re-designation of Managing Director;
- 6) Consent dated December 11, 2024, from the peer review auditor, M/s Rajput Jain & Associates, Chartered Accountants, to include their name as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Peer Review Auditor and in respect of the: (i) Restated Financial Statements and their examination report, and (ii) the Statement of

Possible tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

- 7) Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Company, Legal Advisor to the Issue, Book Running Lead Manager, Registrar to the Issue, Syndicate Member, the Escrow Collection Bank(s), Market Maker, Underwriter and Bankers to the Issue/Public Issue Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 8) Certificate from the Peer Review Auditor, Chartered Accountants dated December 14, 2024, verifying the key performance indicators (KPI).
- 9) Resolution of Audit Committee dated December 11, 2024, verifying the key performance indicators.
- 10) Due Diligence Certificate from Book Running Lead Manager dated December 23, 2024 addressed to SEBI from the BRLM.
- 11) Copy of In- Principle Approval from NSE by way of letter dated [●], to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE MANAGING DIRECTOR**

**Sd/-**

**Jagdish Chander Bhatt  
Managing Director**

**Place:** Delhi

**Date:** December 23, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE EXECUTIVE DIRECTOR**

**Sd/-**  
**Pushpa Bhatt**  
**Executive Director**

**Place:** Delhi

**Date:** December 23, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE DIRECTOR**

**Sd/-**

**Shivani Bhatt**

**Non- Executive Director**

**Place:** Delhi

**Date:** December 23, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**

**Rakesh Kumar Dubey**

**Non-Executive Independent Director**

**Place:** Delhi

**Date:** December 23, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**

**Ramesh Sharma**

**Non- Executive Independent Director**

**Place:** Delhi

**Date:** December 23, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF FINANCIAL OFFICER**

**Sd/-**

**Rakesh Khandelwal**  
**Chief Financial Officer**

**Place:** Delhi

**Date:** December 23, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Sd/-**

**Sneha Modi**

**Company Secretary and Compliance Officer**

**Place:** Delhi

**Date:** December 23, 2024