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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislation, act, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under that provision.

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 138, 214, 238, 179 and 304 respectively of this Draft Red Herring Prospectus, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
“Virtual Galaxy”, “Virtual”, “VGIL”, “the Company”, “our Company” and “Virtual Galaxy Infotech Limited”	Virtual Galaxy Infotech Limited, a company incorporated in India under the Companies Act, 1956 having its Registered office at 3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Square, Ring Road, Nagpur, Maharashtra, 440015, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

COMPANY RELATED TERMS

Term	Description
AOA / Articles / Articles of Association	The Articles of Association of Virtual Galaxy Infotech Limited as amended from time to time.
Audit Committee	The Audit Committee of our Company, constituted on September 13, 2024 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 193.
Auditors/ Statutory Auditors	The statutory auditors of our company, currently being M/s RKAS and Co., Chartered Accountants, having their office at Plot No 227, 102A, Shreyas Apartment, Trikon Park, Nagpur-440010.
Bankers to the Company	Bank of Maharashtra
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 193.
Chairman/ Chairperson	The Chairman/ Chairperson of Board of Directors of our Company being Avinash Narayanrao Shende.
CIN	Corporate Identification Number of our Company i.e., U93000MH1997PLC110645
Chief Financial Officer/CFO	The Chief Financial Officer of our Company being Avinash Narayanrao Shende.
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Anjali Vinay Padhye.
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee of our Company, constituted on September 13, 2024 in accordance with Section 135 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 193.
DIN	Directors Identification Number.
Director(s) / our directors	The Director(s) of our Company, unless otherwise specified.

Term	Description
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company.
Executive Directors	Executive directors of our Company, as described in “ <i>Our Management</i> ” beginning on page 193.
Group Company	In terms of SEBI ICDR Regulations, the term “ <i>Group Company</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Company</i> ” beginning on page 211.
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 193.
ISIN	International Securities Identification Number. In this case being INE0VRH01015
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 193.
Key Performance Indicators” or “KPIs”	Key financial and operational performance indicators of our Company, as included in “ <i>Basis for Issue Price</i> ” beginning on page 131.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 16, 2024 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
MD or Managing Director	The Managing Director of our Company being Sachin Purushottam Pande.
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on September 13, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 193.
Non-Executive Director	The non-executive director(s) of our Company, is Asit Oberoi. For details of our Non-Executive Directors, see “ <i>Our Management</i> ” on page 193.
NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditors	Auditor having a valid Peer Review certificate in our case being M/s K K Mankeshwar & Co., Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean promoters of our Company i.e. Avinash Narayanrao Shende and Sachin Purushottam Pande. For further details, please refer to section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 208.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 208.
Proposed Unit	The Proposed Unit Plot No. 3B, Sector No. 12, Mihan SEZ, Nagpur.
Registered Office	The Registered Office of our Company situated at 3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Square, Ring Road, Nagpur, Maharashtra, 440015, India.
Restated Financial Information	Collectively, Restated Consolidated Financial Information of our company and Restated Standalone Financial Information of our company.
Restated Consolidated Financial Information	The restated financial information of the Company comprising of the Consolidated restated financial statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Consolidated restated financial statement of profit and loss and

Term	Description
	the Consolidated restated financial statement of cash flows for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022(prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto.
Restated Standalone Financial Information	The restated standalone financial Statements for the period ended September 30, 2024 and Financial Years ended on March 31, 2024, 2023, and 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto.
RoC/ Registrar of Companies	Registrar of Companies, Mumbai, at 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India.
Shareholders	Shareholders of our Company.
Stock Exchange	Unless the context requires otherwise, refers to, Emerge Platform of National Stock Exchange of India Limited.
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA & AOA being Avinash Narayanrao Shende, and Sachin Purushottam Pande.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on September 13, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” beginning on page 193.
Senior Management	Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “Our Management” beginning on page 193.

KEY PERFORMANCE INDICATORS

Key Financial Performance	Explanations
Financial KPIs	
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.
Return on equity (%)	Return on equity (ROE) is a measure of financial performance.
Return on capital employed (%)	Return on capital employed is a financial ratio that measures our company’s profitability in terms of all of its capital.
Debt-Equity Ratio (times)	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers.
Net fixed asset turnover ratio (times)	Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations.
Current Ratio (times)	The current ratio is a liquidity ratio that measures our company’s ability to pay short-term obligations or those due within one year.
Net profit ratio (%)	Net Profit Margin (also known as “Profit Margin” or “Net Profit Margin Ratio”) is a financial ratio used to calculate the percentage of profit our company produces from its total revenue.

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Allotment/Allot/Allotted	Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotment Date	Date on which allotment is made.
Allottee (s)	The successful bidder to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date 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 Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, 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 Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Application Form	The form in terms of which the Applicant shall make an Application, including ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Bidders	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form including through UPI mode (as applicable).

Term	Description
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Draft Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bankers to the Issue	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●].
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 “Issue Procedure” on page 278.
Bid	An indication to make an Issue 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 submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid / Issue Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation.</p> <p>Our Company, in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p>
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation.
Bid/ Issue Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, 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.</p>

Term	Description
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of this Draft Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	The Book Running Lead Manager to the Issue, namely, Smart Horizon Capital Advisors Private Limited (<i>Formerly Known as Shreni Capital Advisors Private Limited</i>).
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN / Confirmation of Allocation Note	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Issue Period.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time.
Circular on Streamlining of Public Issues/ UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
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 finalised 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-Issue Price. QIBs (including the 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, name of the applicant father/husband, investor status, 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.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Draft Red Herring Prospectus.

Term	Description
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
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 website of the Stock Exchange i.e., www.nseindia.com .
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., www.nseindia.com .
Designated Intermediaries / Collecting Agent	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIIs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the issue. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated Market Maker	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited.
DP	Depository Participant.
DP ID	Depository Participant's Identity Number.
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated October 29, 2024 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible NRI	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.
Equity Shares	Equity Shares of our Company of face value ₹ 10.00 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Account	Accounts opened with the Banker to the Issue.
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, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.

Term	Description
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering.
Issue	The initial public offering of up to 66,60,000 Equity Shares for cash at a price of ₹ [●] each (including premium of per ₹ [●] each) aggregating ₹ [●] Lakhs comprising the Net Issue and the Market Maker Reservation Portion.
Issue Agreement	The agreement dated October 22, 2024, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	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 [●].
Issue Opening Date	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 Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per equity share.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 113.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of 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.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to [●] equity Shares of ₹ 10.00 each at a price of ₹ [●] per Equity Share (the “ <i>Issue Price</i> ”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors/ Applicant	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Term	Description
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ₹ 25.00 Crore; a pension fund with minimum corpus of ₹ 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Registrar/ Registrar to the Issue/RTA/ RTI	Registrar to the Issue being Maashitla Securities Private Limited.
Registrar Agreement	The agreement dated October 28, 2024 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	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.

Term	Description
Registered Broker	Stockbrokers 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 having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s).
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 website of the Stock Exchange at www.nseindia.com .
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.
Self-Certified Syndicate Bank(s) / SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time. In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time. In accordance with 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/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
Specified Locations	The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIIs only ASBA Forms with UPI.
Sponsor Bank	Shall mean a Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI.
Stock Exchange	NSE Emerge (SME Platform of the NSE).
Syndicate Agreement	Syndicate agreement to be entered into between our Company, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate.

Term	Description
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue, namely [●].
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
Underwriters	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters, BRLM and our Company.
Unified Payments Interface (UPI)	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 person's bank accounts using a payment address which uniquely identifies a person's bank Account.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the 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 websites of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), the SEBI Master Circular for Issue of Capital and Disclosure Requirements, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
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	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

Term	Description
Working Day	<p>In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business:</p> <ol style="list-style-type: none"> 1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Draft Red Herring Prospectus are open for business. 2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

INDUSTRY RELATED TERMS

Term	Description
AAY	Antodaya Ann Yojna
ACC	Advanced Chemistry Cell
AEC	Architecture, Engineering, And Construction
AI	Artificial Intelligence
AIDef	AI in Defence
AIFs	Alternative Investment Funds
APMCs	Agricultural Produce Market Committees
API	Atal Pension Yojana
ARAI	Automotive Research Association of India
ATM	Automated Teller Machine
ALM	Asset Liability Management
AML	Anti-Money Laundering
AWS	Amazon Web Services
BBPS	Bharat Bill Payment System
BGs	Bank Guarantees
BFSI	Banking, financial services and insurance
BOT	Build-Operate-Transfer
BPO	Business Process Outsourcing
BSNL	Bharat Sanchar Nigam Limited
CAD	Current Account Deficit
CAGR	Compounded Annual Growth Rate
CAZRI	Central Arid Zone Research Institute
CEM	Customer Experience Management
CEPA	Comprehensive Partnership Agreement
CERT-In	Computer Emergency Response Team
CMTI	Central Manufacturing Technology Institute
CPI	Consumer Price Index
CPU	Central processing unit
CRM	Customer relationship management
CSA	Cyber Security Agency
CSPs	Communication Service Providers
CTS	Cheque Truncation System
DC	Data Centre
DII	Domestic Institutional Investors
DoS	Department of Space
DPA	Deendayal Port Authority
DPIIT	Department for Promotion of Industry and Internal Trade
DMT	Direct Money Transfer
DBTL	Direct Benefit Transfer for LPG consumer

Term	Description
ERP	Enterprise resource planning
ESDM	Electronics System Design & Manufacturing
ESO	Engineering Services Outsourcing
ETPs	Effluent Treatment Plant
FDI	Foreign Direct Investment
FII	Foreign Institutional Investors
FPIs	Foreign Portfolio Investors
FRE	First Revised Estimates
FRMS	Financial Risk Management System
FTAs	Free Trade Agreements
GDP	Gross Domestic Production
GIC	Global Innovation Centre
GII	Global Innovation Index
GPU	Graphics Processing Unit
GST	Goods and Services Tax
HFI	High-Frequency Indicators
HR	Human Resource
ICAR	Indian Council of Agricultural Research
ICAR	Indian Council for Agricultural Research
IDRCL	India Debt Resolution Co. Ltd
IIP	Index of Industrial Production
IT	Information technology
IoT	Internet of things
IP	Internet protocol
IMPS	Immediate fund transfer service
ISP	Internet service provider
IISR	Indian Institute of Spices Research
IndAus ECTA	India-Australia Economic Cooperation and Trade Agreement
ITES	Information Technology-Enabled Services
IBS	Integrated Business Suite
LAN	Local area network
LOS	Loan Originating System
ML	Machine learning
MeghEA	Meghalaya Enterprise Architecture
MeitY	Ministry of Electronics, and Information Technology
MFP	Mega Food Parks
MIHAN	Multi Modal international Cargo Hub and Airport at Nagpur
MIS	Management Information System
MADC	Maharashtra Airport Development Company Limited
MoSPI	Ministry of Statistics & Programme Implementation
MoU	Memorandum of Understanding
NABARD	National Bank for Agriculture and Rural Development
NaBFID	National Bank for Financing Infrastructure and Development
NACH	National Automated Clearing House
NARCL	National Asset Reconstruction Company Ltd
NASSCOM	National Association of Software and Service Companies
NBFCs	Non-Banking Financial Companies
NDHM	National Digital Health Mission
NEFT	National Electronic Funds Transfer
NFS	National Financial Switch Integration
NIELIT	National Institute of Electronics & Information Technology
NPST	Network People Services Technologies
PHH	Primary Household
PLI	Production Linked Incentive

Term	Description
PM-DevINE	Prime Minister's Development Initiative for North-East
PMGKAY	Pradhan Mantri Garib Kalyan Ann Yojana
PMI	Purchasing Managers' Index
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
PMJJBY	Pradhan Mantri Jeevan Jyoti Bima Yojana
PMSBY	Pradhan Mantri Suraksha Bima Yojana
PPP	Public-Private Partnership
PR	Public Relations
PoS	Point of Sale
RBI	Reserve Bank of India
RTGS	Real-Time Gross Settlement
SaaS	Software as a Service
SACCOs	Savings and Credit Cooperative Societies
SLA	Service level agreement
SDLs	State Development Loans
SEBI	Securities and Exchange Board of India
SEED	Scheme for Economic Empowerment of Denotified
SEZ	Special Economic Zone
SFS	Suite Files System
SOC	Security operations centre
SPI	Strengthening of Pharmaceutical Industry
TTDF	Telecom Technology Development Fund
UBI	Union Bank of India
UPS	Uninterruptible power supply or uninterruptible power source
USOF	Universal Service Obligation Fund
WEO	World Economic Outlook
YoY	Year-over-Year

ABBREVIATIONS

Term	Description
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A/c	Account.
ACS	Associate Company Secretary.
AGM	Annual General Meeting.
ASBA	Applications Supported by Blocked Amount
Ar	Architect.
Amt	Amount.
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year.
AOA	Articles of Association.
Approx	Approximately.
B. A	Bachelor of Arts.
BBA	Bachelor of Business Administration.
B. Com	Bachelor of Commerce.
B. E	Bachelor of Engineering.
B. Sc	Bachelor of Science.
B. Tech	Bachelor of Technology.
Bn	Billion.
BG/LC	Bank Guarantee / Letter of Credit.
BIFR	Board for Industrial and Financial Reconstruction.
BRLM	Book Running Lead Manager.
BSE	BSE Limited.
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE.
Banking Regulation Act	The Banking Regulation Act, 1949.

Term	Description
CDSL	Central Depository Services (India) Limited.
CAGR	Compounded Annual Growth Rate.
CAN	Confirmation of Allocation Note.
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations.
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
CA	Chartered Accountant.
CB	Controlling Branch.
CDSL	Central Depository Services (India) Limited.
CC	Cash Credit.
CIN	Corporate Identification Number.
CIT	Commissioner of Income Tax.
CS	Company Secretary.
CSR	Corporate social responsibility.
CFA	Chartered Financial Analyst.
CS & CO	Company Secretary & Compliance Officer.
CFO	Chief Financial Officer.
CTO	Chief Technology Officer
CENVAT	Central Value Added Tax.
CIBIL	Credit Information Bureau (India) Limited.
CST	Central Sales Tax.
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020.
CWA/ICWA/CMA	Cost and Works Accountant.
CMD	Chairman and Managing Director.
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India.
DP	Depository Participant.
DP ID	Depository Participant’s Identification Number.
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization.
ECS	Electronic Clearing System.
ESIC	Employee’s State Insurance Corporation.
EPS	Earnings Per Share.
EGM /EOGM	Extraordinary General Meeting.
ESOP	Employee Stock Option Plan.
EXIM/ EXIM Policy	Export – Import Policy.
FCNR Account	Foreign Currency Non-Resident Account.
FIPB	Foreign Investment Promotion Board.
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated.
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.

Term	Description
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.
FCNR Account	Foreign Currency Non-Resident Account.
FBT	Fringe Benefit Tax.
FDI	Foreign Direct Investment.
FIs	Financial Institutions.
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India.
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value.
GOI/Government	Government of India.
GDP	Gross Domestic Product.
GAAP	Generally Accepted Accounting Principles in India.
GST	Goods and Service Tax.
GVA	Gross Value Added.
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	The Institute of Chartered Accountants of India.
ICAI/ICMAI (Previously known as ICWAI)	The Institute of Cost Accountants of India.
IMF	International Monetary Fund.
INR / ₹/ Rupees/Rs.	Indian Rupees, the legal currency of the Republic of India.
IIP	Index of Industrial Production.
IPO	Initial Public Offer.
ICSI	The Institute of Company Secretaries of India.
IFRS	International Financial Reporting Standards.
i.e	That is.
I.T. Act	Income Tax Act, 1961, as amended from time to time.
IT Authorities	Income Tax Authorities.
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise.
Indian GAAP	Generally Accepted Accounting Principles in India.
IRDA	Insurance Regulatory and Development Authority.
KMP	Key Managerial Personnel.
Ltd.	Limited.
MAT	Minimum Alternate Tax.
MCA	Ministry of Corporate Affairs, Government of India.
MIDC	Maharashtra Industrial Development Corporation.
MSEDCL	Maharashtra State Electricity Distribution Co. Ltd.
MoF	Ministry of Finance, Government of India.
M-o-M	Month-On-Month.
MOU	Memorandum of Understanding.
M. A	Master of Arts.
M. B. A	Master of Business Administration.
M. Com	Master of Commerce.
Mn	Million.
M. E	Master of Engineering.
MRP	Maximum Retail Price.
M. Tech	Masters of Technology.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
MAPIN	Market Participants and Investors Database.
MSMEs	Micro, Small and medium Enterprises.
MoA	Memorandum of Association.
NA	Not Applicable.

Term	Description
Networth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account.
NEFT	National Electronic Funds Transfer.
NECS	National Electronic Clearing System.
NAV	Net Asset Value.
NPV	Net Present Value.
NRI	Non-Resident Indians.
NRE Account	Non-Resident External Account.
NRO Account	Non-Resident Ordinary Account.
NSE	National Stock Exchange of India Limited.
NOC	No Objection Certificate.
NSDL	National Securities Depository Limited.
OCB	Overseas Corporate Bodies.
P.A.	Per Annum.
PF	Provident Fund.
PG	Post Graduate.
PAC	Persons Acting in Concert.
P/E Ratio	Price/Earnings Ratio.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PLI	Postal Life Insurance.
POA	Power of Attorney.
PSU	Public Sector Undertaking(s).
Pvt.	Private.
RBI	The Reserve Bank of India.
ROE	Return on Equity.
R&D	Research & Development.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCSB	Self-Certified Syndicate Banks.
SEBI	Securities and Exchange Board of India.
SEBI Act	The Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
SEBI (PFUTP) Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

Term	Description
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended.
SEBI RTA Master Circular	SEBI master circular bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time.
SME	Small and Medium Enterprises.
STT	Securities Transaction Tax.
Sec.	Section.
SPV	Special Purpose Vehicle.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
TAN	Tax Deduction Account Number.
TDS	Tax Deducted at Source.
TRS	Transaction Registration Slip.
TIN	Taxpayers Identification Number.
US/United States	United States of America.
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs.
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America.
VCF / Venture Capital Fund	Foreign Venture Capital Funds as defined under the SEBI AIF Regulations.
VAT	Value Added Tax.
w.e.f.	With effect from.
WIP	Work in process.
Willful Defaulter	An entity or person categorized as a willful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations.
YoY	Year over Year.

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

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

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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. In this Draft Red Herring Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

FINANCIAL DATA

Unless stated otherwise, the financial statements in this Draft Red Herring Prospectus are derived from our Restated Financial Information. Collectively, Restated Consolidated Financial Information of our company and Restated Standalone Financial Information of our company, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 214.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated 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 practices, the Companies Act, AS, and the SEBI ICDR Regulations. 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.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 33, 156 and 221 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 214.

CURRENCY AND UNITS OF PRESENTATION

All references to "Rupees", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US\$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America, EUR or "€" are Euro currency.

All references to the word "Lakh" or "Lac", means "One hundred thousand" and the word "Million" means "Ten Lakhs" and the word "Crore" means "Ten Million" and the word "Billion" means "One thousand Million".

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 Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

This Draft Red Herring Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These

conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

EXCHANGE RATES

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into 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 as on September 30, 2024	Exchange Rate as on March 31, 2024	Exchange Rate as on March 31, 2023	Exchange Rate as on March 31, 2022
1 USD	83.78	83.37	82.21	75.80
1 Euro	93.53	90.22	89.61	84.66

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.

Source: www.fbil.org.in

DEFINITIONS

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 304 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

INDUSTRY AND MARKET DATA

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Red Herring Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the 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 industries in India 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 overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility 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 our industry and incidence of any natural calamities and/or acts of violence.

- 1 Substantial portion of our revenues has been dependent upon our Core Banking software i.e. E-Banker. The loss of any one or more of our major clients would have a material effect on our business operations and profitability;
- 2 Dependency on orders from the banks, government and private sector clients for majority of our revenue, which may expose us to risk;
- 3 Significant disruptions in our information technology systems or breaches of data security could affect our business and reputation;
- 4 Dependency on ability to customize software products as per the demands and requirements of the customer based on latest technology;
- 5 We have not yet placed orders for the GPU, server & storage system at Data Centre, which we propose to finance from the Net Proceeds;
- 6 Several risks associated with the proposed expansion of our development facility at Mihan SEZ, Nagpur;
- 7 Rely on our data centres for efficient functioning of our technology platform;
- 8 Our software products owing to certain issues such as coding, configuration or any other technical error or defects could lead to Company bearing exponential costs, delay in revenues and consequently expose us to litigation;
- 9 Rely on independent contractors and third-party service providers for some part of our services;
- 10 Inability to obtain or protect our intellectual property rights;
- 11 Failure to obtain or renew approvals, licenses, registration and permits to operate our business;
- 12 Failure to attract and retain highly skilled IT professionals, our promoters, directors and senior management;
- 13 Inability to effectively manage our growth and expansion;

- 14 Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter
- 15 Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business;
- 16 Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations;
- 17 Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

For further discussions of factors that could cause our actual results to differ, please refer the section titled "*Risk Factors*" and chapter titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 33, 156 and 221 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect the current views 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 and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Syndicate Members nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Equity Shares pursuant to the Issue.

SECTION II - SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus, when filed, 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 “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of The Articles of Association” on pages 33, 63, 84, 113, 142, 156, 208, 214, 221, 278, and 304 respectively.

SUMMARY OF OUR BUSINESS

Our Company is a SaaS product focused company engaged in providing Core Banking Software Solution, IT Solutions, ERP Implementation and Customized Software Solutions Development, IT services for the BFSI, ERP, and E-Governance domains. We are primarily involved in the development, customization, installation, and implementation of software applications, along with comprehensive post-implementation support, monitoring, and maintenance services for the delivered solutions. To provide a seamless experience to our clients, we offer a range of essential allied services, ensuring that all software needs are met under one roof. Our wide array of offerings covers the entire lifecycle of services, including consultation, architecture, solution design, implementation, monitoring, and managed services. For more details, please refer chapter titled “Our Business” beginning on page 156.

SUMMARY OF OUR INDUSTRY

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country’s GDP and public welfare. The IT industry accounted for 7.5% 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. For more details, please refer chapter titled “Industry Overview” beginning on page 142.

OUR PROMOTERS

The promoters of our company are Avinash Narayanrao Shende and Sachin Purushottam Pande.

SIZE OF ISSUE

The following table summarizes the details of the Issue.

Equity Shares Issued	Up to 66,60,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Out of which:	
Issue Reserved for the Market Maker	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Net Issue to the Public	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on September 13, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on September 14, 2024.

For further details, see “The Issue” and “Issue Structure” beginning on pages 63 and 274, respectively.

OBJECTS OF THE ISSUE

The Net Issue Proceeds are proposed to be used in the manner set out in in the following table:

(₹ in Lakhs)

Sr. No.	Particulars	Estimated amount
1.	Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra;	3,426.83
2.	Repayment/ prepayment of certain borrowings availed by our Company;	300.00
3.	Investment in procuring GPU, server & storage system at Data Centre;	505.00
4.	Funding of expenditure related to enhancement, maintenance and upgrading existing products;	1,890.00
5.	Funding for business development and marketing activities and	1,406.00
6.	General corporate purposes ^{##}	[●]
	Total*	[●]

[#]The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.

*To be updated in the Prospectus prior to filing with RoC.

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 113.

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

Category of Promoter	Pre-Issue	
	No. of Shares	% of Pre-Issue Capital
Promoters		
Avinash Narayanrao Shende	74,45,698	40.69
Sachin Purushottam Pande	74,45,698	40.69
Total	1,48,91,396	81.38%
Promoter Group		
Shilpa Avinash Shende	6,00,120	3.28
Sampada Sachin Pande	6,00,120	3.28
Sameer Pramod Salpekar	2,568	0.01
Total	1,60,94,204	87.95%

SUMMARY OF RESTATED STANDALONE FINANCIAL STATEMENTS

The details are as follows:

(₹ in lakhs other than share data)

Particulars	For the period ended September 30, 2024	For the year ended March 31		
		2024	2023	2022
Share Capital	1,829.86	1,100.02	1,100.02	1,100.02
Net worth#	7,734.88	4,093.85	2,463.65	2,284.12
Total Revenue\$	7,162.78	6,152.10	5,855.77	4,273.32
Profit after Tax	1,890.57	1,630.19	179.53	126.39
Earnings per share (Basic & diluted) (₹) (Post Bonus) [@]	10.53	9.88	1.09	0.77
Net Asset Value per Equity Share (₹) (Post Bonus) [*]	43.07	24.81	14.93	13.84
Total borrowings [^]	2,975.73	3,863.97	3,811.28	3,491.76

[#]Net Worth = Restated Equity Share Capital plus Reserves and Surplus

^{\$}Total Revenue = Restated Revenue from operations plus Restated Other Income

[@] Earnings per share (Basic & diluted) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

^{*}Net Asset Value per Equity Share = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year

[^]Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings

QUALIFICATIONS OF AUDITORS

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

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	13	NA	NA	NA	4,881.09
Directors						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	1	NA	NA	NA	0.41
Promoters*						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	10	NA	NA	NA	48.86
Subsidiaries						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
Group Companies						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	4	NA	NA	NA	193.76

*Our Promoters are also the director of the Company. Hence litigations against them have not been included under the heading of director to avoid repetition.

Brief details of top 5 Criminal Case against our Promoters:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1	NA	NA	NA	NA

For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 238.

RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 33.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As of September 30, 2024, our contingent liabilities that have not been accounted for in the Restated Standalone Financial Information, were as follows:

Particulars	(₹ in lakhs)			
	For the period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Related to Direct Tax Matters	3,732.09	3,732.09	3,732.09	3,732.09
Related to Indirect Tax Matters	1,116.76	1,116.76	1.75	0.50
Related to Bank Guarantees	304.64	337.82	351.49	226.31

For details, please refer to Section titled “*Restated Financial Statements– Annexure XII*” beginning on page 214.

SUMMARY OF RELATED PARTY TRANSACTIONS

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1	Avinash N Shende	Executive Director & Chief Financial Officer
2	Sachin P. Pande	Managing Director
3	Anjali Padhye	Company Secretary
4	Sampada Pande	Spouse of the Director
5	Shilpa Shende	Spouse of the Director
6	Virtual Galaxy Insurance Brokers Pvt Ltd*	Subsidiary Company
7	SIP Fund Private Limited*	Subsidiary Company
8	Paynext Private Limited	Enterprises over which parties listed in have significant influence and transactions are carried out during the year:
9	Virtual Galaxy Fintech Private Limited	Enterprises over which parties listed in have significant influence and transactions are carried out during the year:
10	Sampada Infosolutions Private Limited	Enterprises over which parties listed in have significant influence and transactions are carried out during the year:

* The disinvestments were made in Virtual Galaxy Insurance Brokers Private Limited on June 30, 2024 and SIP Fund Private Limited on February 16, 2024.

(₹ in Lakhs)

Transactions during the year:	For the Year/ Period Ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Salary Paid				
Avinash N Shende	60.00	49.22	40.22	24.10
Sachin P. Pande	60.00	49.22	40.22	24.10
Shilpa Shende	9.00	15.24	14.40	13.22
Sampada Pande	9.00	15.24	14.40	13.22
Anjali Padhye	6.00	10.82	8.70	8.08
Loan Repaid to Directors				
Avinash N Shende	36.17	63.67	-	-
Sachin P. Pande	16.33	36.17	-	-
Loan Received from Directors				
Avinash N Shende	-	111.88	-	-
Sachin P. Pande	-	52.50	-	-
Purchases (Includes Capital Purchases)				
Paynext Private Limited	324.19	287.37	434.45	60.22
Virtual Galaxy Fintech Private Limited	-	1,484.50	20.28	1.40
Sampada Infosolution Pvt. Ltd.	-	-	-	321.00
Figures shown above are exclusive of GST and TDS				

(₹ in Lakhs)

Outstanding Balance (Receivables)/Payable	For the Year/ Period Ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Avinash Shende	90.04	126.21	78.00	78.00
Sachin Pande	0.00	16.33	0.00	-
Paynext Private Limited	-	144.91	255.69	-
Virtual Galaxy Fintech Private Limited	-	299.79	20.27	-
Sampada Infosolutions Pvt. Ltd.	-	-	-	-
Virtual Galaxy Insurance Brokers Private Limited	-	(52.50)	-	-
SIP Fund Private Limited	-	-	(100.00)	(100.00)

For details, please refer to Section titled “Restated Financial Statements” beginning on page 214.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the relevant financing entity) during a period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus.

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

The weighted average cost of acquisition of Equity Shares by our Promoters in the last one (1) year preceding the date of this Draft Red Herring Prospectus set forth in the table below:

Sr. No.	Name of the Promoters	Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus	Weighted Average cost of Acquisition (in ₹)*
1.	Avinash Narayanrao Shende	24,81,899	Nil
2.	Sachin Purushottam Pande	24,81,899	Nil

*The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.

As certified by M/s. RKAS & Co., Chartered Accountants through their certificate dated October 26, 2024.

AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of the Promoters	No. of Shares held	No of Equity Shares acquired since inception	Average cost of Acquisition (in ₹) *
1.	Avinash Narayanrao Shende	74,45,698	75,81,898	3.11
2.	Sachin Purushottam Pande	74,45,698	75,81,898	3.11

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 and Shares allotted to them is divided by net quantity of shares acquired.

* As certified by M/s. RKAS & Co., Chartered Accountants through their certificate dated October 28, 2024.

DETAILS OF PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash in the last one (1) year:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
June 19, 2024	60,99,530	10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Avinash Narayanrao Shende	24,81,899
						Sachin Purushottam Pande	24,81,899
						Shilpa Avinash Shende	2,00,040
						Sampada Sachin Pande	2,00,040
						Daulal Prahladdas Purohit	3,424
						Aarti Mukesh Parwani	1,712
						Jaidev Punjabi	1,712
						M/s. Manak Chand Jain HUF	3,424
						Bijal B Bakhai	3,424
						Rajendraprasad Ramlout Tiwari	3,424
						Gautam Kishore	3,424
						Gauri Shashank Pahade	3,424
						Mahesh Ramswaroop Daliya	3,424
						Tushar Gopalkrishna Agarwal jointly with Reena Tushar Agarwal	3,424
						Ravi Bhushan Singh	3,424
						Isha Varun Shah Kejriwal	3,424
						Seema Noshir Khambatta	3,424
						Sunil Kantilal Shah	3,424
						Madhushree Kejriwal jointly with Arun Ratanlal Kejriwal	3,424
						Arun Ratanlal Kejriwal jointly with Madhushree Kejriwal	3,424
						M/s. Yash Management and Satellite Limited	17,123
						Heeradevi Rajendra Tiwari	3,424
						Ravi Gulabchand Surana	5,924
						Supriya Suhane	2,397
Vaibhav Omprakash Toshniwal	4,212						
Abhishek Rao	4,109						
Saroj Solanki jointly with Pankaj Solanki	3,505						

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Rahul Pramodkumar Jejani	4,109
						Gunjan Bhure	383
						Abhay Sharad Ghodkhande	1,712
						Milindkumar Vinayakrao Sarode	383
						Kiran Kishore Gulhane	383
						Bijal Mehul Modi	3,424
						Arti Shailesh Kulkarni	410
						Deepali Alpesh Shah	1,712
						Aditya Girish Vyas	856
						Puja Prashant Mehta	1,712
						Saumitra Avinash Deshmukh	3,068
						Jayesh Prabhakar Mahajan	383
						Sandhya Arun Khandekar	383
						M/s. Mindscope Advisors LLP	18,835
						Sandeep Singh	51,369
						Vinod Bhalchandra Mairal	383
						Ninad Vinod Mairal	513
						Rashmi Amol Chande	3,424
						Premlata Sudhir Baheti	4,109
						Mayura Khan Vilkar	383
						Vijay Mani Menon	24,314
						M/s. Nova Global Opportunities Fund PCC Touchstone	62,671
						Diwakar Bhagwati Gandhi	45,274
						M/s. Indiaemerging Infrastructure Private Limited	35,000
						Sanjay Somani jointly with Shruti Somani	17,123
						Annapurna Sridhar jointly with Sridhar Subasri	14,000
						Jyoti Ketan Vakharia	14,000
						Sajid Umedali Dhrolia	12,328
						Neha Amit Bagadia	10,274
						Abhishek Rameshkumar More	8,334
						Divakar Chandran	8,334

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Mohit Vinodkumar Agrawal	8,334
						Jayaraman Vishwanathan	8,334
						Rajesh Chandrakant Vaishnav	8,334
						M/s. Novamod Trading Company Private Limited	7,000
						M/s. Rohan Vinay Pai HUF	7,000
						Malik Amirbhai Charaniya	6,849
						Abhay Oberoi	5,479
						Asit Oberoi jointly with Divya Oberoi	5,479
						Mohit Yakub Gunja jointly with Oomaima Mohit Gunja	5,479
						Manoj Shiv Laungani	5,136
						Devanathan Govindarajan	5,002
						Shashank Mishra	5,002
						Mangina S Rao	5,002
						Atul Kantilal Shah	3,334
						Darshan Gangolli jointly with Shalaka Gangolli	3,334
						Nikhil Shankar Devar	3,334
						Vinit Bipin Shah	3,334
						Bhavna Gothi	1,712
						Aditya Ranglal Singhanian	1,668
						Krishnakumar Ratankumar Mohta	1,668
						Rahul Hemantkumar Mehta	1,668
						Rajat Rajeev Bajaj	1,668
						Manish Shankarlal Rathi	1,668
						Abhishek Narbaria	1,667
						Devanshi Sodhani	1,667
						Pranav Navinchandra Doctor jointly with Binita Pranav Doctor	1,667
						Umesh Kumar Sahay	1,667
						Amit Sarveshwar Mamgain	1,667
						Aakash Hareesh Savlani	1,334
						Mayur Prakash Kardile	1,334
						Pooja Aakash Savlani	1,334

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Suyash Pravin Badjate	1,334
						Kunal Deepak Agashe	1,334
						Shalini Ashok Chawla	1,027
						M/s. Deepak Agashe HUF	667
						Laddha Nikhil Rameshkumar	667
						Vaibhav Kale	500
						Sanjay Eknath Bhosale	334
						Swapnil Baitule	334
						Ravi Nathan Iyer	5,002
						Bhargav Anilkumar Patel	2,739
						Dsouza Brian	3,334
						Prateek Ajay Chordia	5,010
						Abhitan Mukeshbhai Mehta	1,336
						Bhavika Ramesh Aggarwal	1,670
						Yash Abhay Chordia	5,136
						Sourabh Zamsingh Pardhi	1,336
						Abhay Shankarlal Kankariya	3,340
						Neelam Jain	3,340
						Ajinkya Ulhas Dhumal	1,670
						Shantanoo Vishwanath Rane	5,344
						Divay Jain	1,670
						Shamit Gaurav Mali	1,670
						Nitin Jain	1,670
						Hukum Parasmal Parakh	2,338
						Pritam Prakashchand Bora	3,006
						Ansh Srenik Parekh	1,670
						Ragini Rajnikant Deshmukh	1,336
						Manish Kumar Jain	1,670
						Manisha Mahavir Parakh	6,346
						Ruhi Abhinandan Bhansali	10,020
						Chetan Shankar Dhore	684
						Sachin Sudhakar Deshpande	684
						Shriram Gangadhar Purohit	856

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Anurag Digamber Sonule	2,397
						Sheikh Sohailuddin Rahim	500
						Akanchha Agrawal	1,712
						Pranay Jhawar	1,815
						Kirti Govind Biyani	500
						Siddarth Murali Konthath	5,000
						Rachita Rajiv Patrikar	1,027
						Anagha Rajiv Patrikar	1,027
						Sunayana Aditya Kawadkar	3,924
						Rajiv Madhukar Patrikar jointly with Anagha Rajiv Patrikar	1,027
						Mohit Dhakulkar	3,424
						Sneha Subhashchand Lalwani	500
						Devender Agarwal	1,712
						Sameer Pramod Salpekar	856
						Arun Narayanrao Kawadkar	3,424
						Satosh Madhusudan Kothari	500
						Pankaj Rathi	2,500
						Girish Kumar Singh	1,369
						Seema Ramesh Wardhane	3,424
						Vivek Surendra Lal	2,054
						M/s. Shripal V Vora HUF	50,000
						Namita Hukum Parakh	5,010
						Pallavi Mahendra Khante	2,054
						Dinesh Kumar	1,027

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Red Herring Prospectus.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Draft Red Herring Prospectus also 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. See chapter titled “Forward Looking Statements” beginning on page 21 of this Draft Red Herring Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Red Herring Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 156, 221, 142 and 214 respectively of this Draft Red Herring Prospectus, together with all other Restated Financial Statements contained in this Draft Red Herring Prospectus. 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.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Standalone Financial Statements for the Period ended September 30, 2023 and for the financial years ended March 31, 2023, 2022, and 2021 as included in “Restated Financial Statements” beginning on page 214 of this Draft Red Herring Prospectus.

MATERIALITY

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

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

INTERNAL RISKS

- 1. Substantial portion of our revenues has been dependent upon our Core Banking software i.e. E-Banker. The loss of any one or more of our major clients would have a material effect on our business operations and profitability.**

A significant portion of our revenues is reliant on our Core Banking software, E-Banker. Potential loss of any major client utilizing E-Banker could have a material impact on our business operations and profitability. The loss of a significant clients would have a material effect on our financial results. Our revenue from E Banker for the period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, amounted to ₹ 5,460.12 lakhs, ₹4,515.37 lakhs, ₹4,109.18 lakhs and ₹3,040.25 % lakhs constituting 76.25%, 73.46%, 70.26% and 71.33% respectively of our Revenue from Operations.

We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients such as bankruptcy, change of management, mergers and acquisitions could impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, impacting our income and financial condition.

2. ***We depend on orders from the banks, government and private sector clients for majority of our revenue, which may expose us to risk. Additionally, the loss of or inability to qualify for such orders may adversely affect our business, financial condition, results of operations and prospects.***

Our Company is a Saas product focused company engaged in providing Core Banking Software Solution, IT Solutions, ERP Implementation and Customized Software Solutions Development, IT services for the BFSI, ERP, and E-Governance domains. We are primarily involved in the development, customization, installation, and implementation of software applications, along with comprehensive post-implementation support, monitoring, and maintenance services for the delivered solutions. The majority of our revenue is generated from projects that we undertake for our banks, government and corporate clients. Owing to the nature of our business, our clients may vary annually. Depending upon the projects undertaken by us, our business and financial condition in any given period could be heavily reliant on few projects/clients. Set forth below are the details of standalone revenue generated, along with percentage of revenue contributed, by these clients in the period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in Lakhs)

Name of Industry	For the period ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
BFSI	6,627.45	92.55	5,625.31	91.52	5,419.56	92.67	4,015.68	94.22
ERP	490.04	6.84	322.10	5.24	278.20	4.75	176.10	4.12
E- Governance	43.39	0.61	198.98	3.24	150.64	2.58	70.56	1.66
Total	7,160.88	100.00	6,146.39	100.00	5,848.40	100.00	4,262.34	100.00

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

As we continue to bid for projects in the normal course of our business, the composition of revenue generated from these clients might change. During the period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, amounting to ₹ 6,155.50 lakhs, ₹ 4,438.90 lakhs, ₹ 3,977.98 lakhs and ₹ 3,407.24 lakhs constituting 85.96 %, 72.22 %, 68.02 % and 79.94 % respectively of our revenue from top ten clients. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our key customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company. There can also be no assurance that our customers will place their orders with us on current or similar terms, or at all. Although our Company maintains long-term relationship (mostly 1-5 years) with our major customers, there can be no assurance that we will continue to maintain such relationship with our customers. Our inability to maintain our existing customer network could have a negative impact on our sales, business growth prospects, result in slowdown of operation, financial conditions and cash flows.

Further, since we bid for projects, we may be required to accept onerous contractual terms in projects awarded to us by such clients. Our projects with our clients usually contain terms that are premeditated by the clients and our ability to negotiate terms of these projects is limited. As a result, we have limited ability to negotiate the terms of these projects, which tend to favour these clients. While our Company has not experienced any such instances in the past, in the event that our Company is unable to comply with its obligations as per the terms of the projects with such top ten clients, it could result in possible termination of such projects. This in turn could adversely affect our business, financial condition and results of operations. We may be exposed to the risk of delays or non-payment by our clients and other counterparties, which may also affect our cash flows and business

In addition, for the purpose of the Issue, our Company has sent out request letters seeking consents from our top ten clients for inclusion of their names in the Draft Red Herring Prospectus. However, we have not received consents from few of our top 10 clients and there is no assurance that we will receive these consents before filing of the Prospectus.

3. ***We derive a significant portion of our revenue from customers located in Maharashtra. Any adverse developments in the region could adversely affect our business, results of operations, cash flows and financial condition.***

We have derived a significant portion of our revenue from operations from customers located in Maharashtra region. The following table sets forth our revenue from the customers located in Maharashtra for the years indicated, which are also expressed as a percentage of our total revenue from operations:

(₹ in Lakhs)

Particulars	For the period ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue from the customers located in Maharashtra	6,814.085	95.16	5,062.54	82.37	4,284.20	73.25	3,740.54	87.76

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

The concentration of our revenues from Maharashtra heightens our exposure to adverse developments related to competition, as well as economic, political, regulatory circumstances including on account of any on-going economic slowdown and inflationary trends. The existing and potential competitors to our businesses in India may increase their focus in the said region, which could reduce our market share. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

Further expansion into new geographic regions, including different states in India and overseas expansion, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including, laws and regulations, uncertainties and customer's preferences, political and economic stability. By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

4. Our revenues are dependent on clients concentrated in the BFSI segment. An economic slowdown or factors affecting this segment may have an adverse effect on our business, financial condition and results of operations.

Our Company is a Saas product focused company engaged in providing Core Banking Software Solution, IT Solutions, ERP Implementation and Customized Software Solutions Development, IT services for the BFSI, ERP, and E-Governance domains. We are primarily involved in the development, customization, installation, and implementation of software applications, along with comprehensive post-implementation support, monitoring, and maintenance services for the delivered solutions. Our revenues are dependent on clients concentrated in the BFSI industry. During the period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, amounting to ₹ 6,627.45 lakhs, ₹5,625.31 lakhs, ₹5,419.56 lakhs and ₹4,015.68 lakhs constituting 92.55%, 91.52%, 92.67% and 94.22% respectively of our revenue from BFSI segment.

The performance of the BFSI industry depends on macroeconomic factors, and any downturn in the global economy could negatively affect our business, financial condition and results of operations. Further, due to the concentration of our clients in the BFSI sector, the success of our business also depends on our ability to innovate and develop relevant skills and capabilities to address the rapid technological developments in the BFSI sector and integrating new technologies in our products. Additionally, we are vulnerable to shifts in laws, global trade, tariffs, duties and economic policies and outlook.

5. Most projects we operate have been awarded primarily through a competitive bidding process and our financial performance is largely dependent on our successful bidding for new projects. We may not always be able to qualify for, compete and win projects. If we are not able to successfully bid for new projects, it may adversely affect our business operations and financial conditions.

As a part of our business and operations, we bid for projects on an on-going basis. Projects are awarded following competitive bidding processes and satisfaction of prescribed qualification criteria. While service quality, technological capacity and performance, as well as reputation, experience and sufficiency of financial resources are important considerations in authority decisions, there can be no assurance that we would be able to meet such qualification criteria. Further, once the prospective bidders satisfy the qualification requirements of the tender, the project is usually awarded based on the quote by the prospective bidder and reverse auction. We spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we would bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted. If we are not able to pre-qualify in our

own right to bid for IT software and infrastructure projects, we may be required to partner with other companies in bids for such projects. If we are unable to partner with other companies or lack the credentials to be the partner-of-choice for other companies, we may lose the opportunity to bid for IT software and infrastructure projects, which could affect our growth plans.

The growth of our business mainly depends on our ability to obtain new IT software and infrastructure projects. Therefore, it is critical that we are able to secure new projects of similar value and volume. We are not in a position to predict whether and when we will be awarded a new contract. In the event that we are not able to continually and consistently secure new projects of similar or higher value this would have an adverse impact on our financial performance. Further, our future results of operations and cash flows can fluctuate materially depending on the timing of contract awards. In addition, the scope of work in a project, which is dependent on its scale and complexity, will affect the profit margin of the project and our financial performance. Further, we are required to furnish bank guarantees as part of our business contracts. Our inability to arrange such guarantees or the invocation of such guarantees may adversely affect our cash flows and financial condition.

Further, all our ongoing projects have been awarded to us for a definite term and the relevant authorities may float further tenders for such/similar projects after expiry of the current term. There is no assurance that we will be awarded such future projects. There may be a lapse of time between the completion of our ongoing projects and the commencement of our subsequent projects. Multi locational projects subject us to additional execution risks. Any cancellation or delay of projects could lead to idle or excess capacity, and in the event that we are unable to secure replacement projects on a timely basis, this may adversely affect our business operations and financial conditions.

In addition, projects awarded to us may be subject to litigation by unsuccessful bidders. Legal proceedings may result in delay in award of the projects and/or notification of appointed dates, for the bids where we have been successful, which may result in us having to retain unallocated resources and as a result, it would adversely affect our results of operations and financial condition. Further, we may be required to incur substantial expenditure, time and resources in defending such litigation. Any unsuccessful outcome in any such proceedings may lead to termination of a contract awarded to us, which could have a material adverse effect on our future revenues and profits.

6. *Significant disruptions in our information technology systems or breaches of data security could affect our business and reputation.*

We may face cyber threats such as: (i) Phishing and Trojans - targeting our customers, wherein fraudsters send unsolicited codes or mails to our customers seeking account sensitive information or to infect custom machines to search and attempt ex-filtration of account sensitive information; (ii) Hacking – wherein expert attackers seek to hack into our infrastructure with the primary intention of causing reputational damage to us by disrupting services; (iii) Data theft – This can be internal i.e., by someone who has access to data of our Company or external wherein unconnected expert cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) Advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time in the event of a significant decline in the demand for our products, our business, results of operations and financial condition may be materially and adversely affected.

Our systems are may be vulnerable to data security breaches, whether by our employees, or others that may expose sensitive data to unauthorized persons. We process and transfer data, including personal information, financial information and other confidential data provided to us by our clients. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of our clients' investors or our employees. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an effect on our business and reputation. However, as of now, we have not encountered any significant disruptions in our information technology systems or data security breaches that have had a detrimental impact on our business or reputation. Although, our company holds several quality certifications including including ISO 9001:2015, ISO/IEC 27001:2013, ISO/IEC 20000-1:2018, and ISO/IEC 23001-7:2023. These certifications underscore our commitment to the highest standards in information security management, comprehensive IT solutions, and advanced software services, yet we are exposed to the above explained risk(s).

7. *We are dependent on our ability to customize software products as per the demands and requirements of the customer based on latest technology. If we are not able to enhance current portfolio in response to evolving industry requirements, our operating results may be negatively affected.*

Rapid technological advances, changing delivery models and evolving standards in software development and

communications infrastructure, changing and increasingly sophisticated customer needs and frequent new product introductions and enhancements and constant changes in Government and RBI policies for BFSI sector, digitization in software market compels us to continually respond to the industry requirement. Our success depends upon our ability to anticipate, design, develop, test, market and support new software products and enhancements of current products in response to evolving industry requirements.

To effectively meet customer demand, we must keep improving the range of products we offer. We are dedicated to continuing to invest in the development of software products and to looking into related opportunities. Our company plans to enhancement, maintenance and upgrading existing Products and looking further to enhance its capabilities by adding more functionalities in existing solutions such as E-Banker, IBS-ERP and V-Pay etc. The markets for our products are changing quickly in response to the BFSI sector's shifting regulatory compliances, so it's uncertain how well-received these items will be. Customers may not buy our software products or renew software support if we are unable to promptly update our product offerings with new industry regulatory requirements and support services, or if we are unable to position and price our products to meet demand, including in response to new industry standards. These contracts' renewals are crucial to our company's expansion. If the markets for our software solutions do not grow, grow at a slower than expected, or face competition, it could impact our business. Consequently, we might face challenges in effectively promoting our current software solutions, creating and successfully introducing new software solutions and improvements to existing ones, ensuring timely customer implementations.

We have continued to refresh and release new enhanced offerings of our software products and services. Our business may be adversely affected if:

- we do not continue to develop and release these or other new or enhanced products and services within the anticipated time frames;
 - there is a delay in market acceptance of a new, enhanced or acquired product line or service;
 - there are changes in BFSI industry standards or trends and preferences that we do not adequately anticipate or address with our product development efforts;
 - we do not timely optimise complementary product lines and services; or
 - we fail to adequately integrate, support or enhance acquired product lines or services.
8. ***We have not yet placed orders for the GPU, server & storage system at Data Centre, which we propose to finance from the Net Proceeds. In the event of any delay in placing such orders, or in the event the vendors are not able to provide the equipment's in a timely manner, or at all, it may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.***

We propose to utilize the Net Proceeds towards procuring GPU, server & storage system at Data Centre, which include base servers, processors memory GPUs expansion and connectivity storage controller and management etc. For further details, see "Objects of the Issue" on page 113. While we have procured quotation from vendor, we are yet to receive delivery of any of such equipments. We have not yet placed firm orders for the equipments required. Further, such quotation is valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotation or that there will not be cost escalations. Moreover, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. In the event of any delay in placing orders, or an escalation in the cost of acquisition of the equipment or in the event the vendor is not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure equipments from the vendor from whom we have procured quotation, we cannot assure you that we may be able to identify alternative vendors to provide us with the equipments which satisfy our requirements at acceptable prices. Our inability to procure the equipments at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

9. ***We may face several risks associated with the proposed expansion of our development facility at Mihan SEZ, Nagpur, which could hamper our growth, prospects, cash flows and business and financial condition.***

We intend to utilize the Net Proceeds of this Issue for development of a new facility at Mihan SEZ, Nagpur to increase our ability to accommodate additional personnel and create additional space for our business as per the proposed schedule

of implementation. Our Company has received a Provisional Allotment Letter dated August 30, 2024 from Maharashtra Airport Development Company Limited (MADC) in relation to allotment of 10 acres, equivalent to 40,468.60 Sq. Mtr. land situated at Plot No. 3B, Sector No. 12, Mihan SEZ, Nagpur. The total lease premium of the plot is ₹ 698.08 Lakhs and our company has paid the earnest money amounting to ₹ 70.00 lakhs at the time of application from internal accruals of the Company. The balance is to be paid in three instalments as per the terms of the provisional allotment letter. Further first instalment of the land is already due on September 30, 2024. However, our Company will pay the first instalment as well as balance instalments from Net Issue Proceed. The interest part will be funded through internal accruals of the Company. For further details, please refer to the chapter titled “*Object of the Issue*” at page 113.

The allotment of the said land shall be governed by the said MIHAN (Disposal of Land) Regulation 2018 and various policies framed under it and as per Unified Development Control and Promotion Regulations. Any non-compliance pertaining to the applicable laws and in the event of breach of terms of the said allotment letter, MADC may terminate the allotment letter which may adversely affect our expansion plans, financial condition, prospects and business reputation. Further, during the development of facility, instalment of fit outs and interior design works at the Proposed Unit, we anticipate potential challenges, such as cost overruns and delay. These challenges may arise from various factors, including financial conditions, shifts in business strategy, market conditions, competition, design changes, rising input costs, taxes, and external factors beyond our control. Any Delays in expanding our development facility could lead to revenue loss for our company, and unforeseen events like technical issues, disputes, and cost escalations could further impact our expansion plans. Further, Budgeted costs may prove insufficient due to factors like cost escalation, potentially requiring additional capital, which may not be readily available on favorable terms. The successful completion of the expansion is essential, as any delay could negatively affect our growth, prospects, cash flows, and financial condition.

10. *One of our objects of the Issue is to augment its business development, sales & marketing and other related expenses for the company. The expenditure proposed to be incurred is subject to external factors and uncertainty of the outcome of such expenditure.*

We propose to invest ₹ 1,406.00 Lakhs out of the Net Proceeds for business development and marketing activities for the company’s future growth. For details, see “*Objects of the Issue*” on page 113. Our go-to-market strategy is built on a combination of direct sales and collaborations with channel partners. In India, we handle direct sales through our in-house team, while our channel partners and dedicated sales and business development teams manage sales in overseas markets. As of September 30, 2024, we have two channel partners in Tanzania and one channel partner in Israel. As on September 30, 2024, we have around 28 employees in the business development and marketing, which is approximately 8.51 % of our overall employee strength, and we intend to add more capable and experienced employees in the business development and marketing. This strategy is designed to cater to the growing demand for software solutions to BFSI organizations in India. We prioritize customer-centric approaches, focusing on building strong relationships, understanding client needs, and delivering solutions that provide tangible value.

In our pursuit to tap growth opportunities and enhance our presence globally, our Company has identified Africa as a key growth market for its banking and fintech solutions. The company has already secured core banking orders in Tanzania and Malawi. Our Company intend to leverage these initial successes to expand our presence across other African countries, targeting both urban and rural financial institutions. In addition, our Company aims to penetrate the Asia Pacific market, focusing on countries with developing banking sectors and a growing need for digital financial solutions. Our Company intend to tailor its products, particularly E-Banker and V-Pay, to meet the specific regulatory and cultural requirements of each target country in the region.

Our revenues are influenced by our marketing plans including advertising. If we adopt unsuccessful marketing and advertising campaigns, we may fail to attract new customers or retain existing customers. If our marketing and advertising strategies are unsuccessful, our business and results of operations could be materially adversely affected. In addition, the support of our employees is also critical for the success of our marketing programmes, such as local marketing and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programmes and strategic initiatives could adversely affect our ability to implement our business strategy and harm our business, financial condition, results of operations and prospects.

In addition, increased spending by our competitors on advertising and promotion or an increase in the cost of advertising in the markets in which we operate, could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for marketing and advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business and results of operations. For further details please refer “*Object of the Issue*” on page no 113.

11. *We may not earn a positive return from our investments in research and development activities.*

We are committed to innovation and are focused on creating more niche and cost-effective technology products and solution. We have invested in large technical teams with relevant skill sets to build, support and manage our existing products and have also invested in the required tools and platforms to make such existing products user friendly and easily available to our end users. As on September 30, 2024, we have around 120 employees in the product development team, which is approximately 36.47 % of our overall employee strength, and we intend to add more capable and experienced employees in the product development team, in order for us to make better products and solutions.

This can be demonstrated through the capital expenditure incurred by us on intangible assets development i.e., Software development in the preceding three years. A break-up of the capital expenditure incurred towards intellectual property for the period ended on September 30, 2024, for the financial years ended on 2024, 2023, 2022 has been provided below:

Particulars	For the period ended on September 30, 2024		Financial year ended March 31, 2024		Financial year ended March 31, 2023		Financial year ended March 31, 2022	
	As per Restated Standalone Financial Statement							
	(₹ in Lakhs)	%of revenue from operations	(₹ in Lakhs)	%of revenue from operations	(₹ in Lakhs)	%of revenue from operations	(₹ in Lakhs)	%of revenue from operations
Expenditure incurred on Intangible Assets	482.92	6.74%	1,070.94	17.42%	155.26	2.65%	184.36	4.33%
Cost break-up is given below								
Employee cost	482.92	6.74%	638.91	10.39%	155.26	2.65%	184.36	4.33%
Purchase of software/service licenses/lease	0.00	0.00%	432.03	7.03%	0.00	0.00%	0.00	0.00%

We may plan to incur substantial, and potentially increasing, R&D costs as part of our efforts to enhance its capabilities by adding more functionalities in existing modules as per requirement of customer/ statutory compliances along with add-on features. Further, our R&D program may not produce successful results, and our upgradation in existing solutions may not achieve market acceptance, create additional revenue or become profitable. As a result, our business, results of operations, financial condition and cash flows may be adversely affected.

- 12. Our Company was incorporated in the year 1997 and certain documents filed by us with the RoC are not traceable. While we have conducted a search with RoC, in respect of the availability of certain forms and other records, we cannot assure you that these forms or records will be available at all or any time in the future.**

The secretarial records for certain past allotments of Equity Shares made by our Company could not be traced. We have placed reliance on the disclosures made in the financial statements and statutory registers, to ascertain the details of the issue of Equity Shares, the nature of allotment and the nature of consideration since the forms are not available in the records of the RoC, as certified by M/s. More daliya & Associates, Practising Company Secretary, vide their certificate dated August 16, 2024. These allotments include allotment of (i) 8,800 equity shares of ₹10 each on October 25, 2000; and (ii) 9,200 equity shares of ₹10 each on April 20, 2001, for which the relevant forms were not traceable. We cannot assure you that the filings were made. Further in past our company has inadvertently filed two MGT-14 in relation to Alteration in the object clause by insertion of subclause 1A after existing subclause 1 of Clause III(A).

While no legal proceedings or regulatory action has been initiated against our Company in relation to untraceable secretarial and other corporate records and documents as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future.

- 13. We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.**

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoters and Group Companies, as at the date of this Draft Red Herring Prospectus.

Cases against our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	13	4881.09
Other Litigation	--	--

Cases against our Director and / or Promoters:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	11	49.27
Other Litigation	--	--

Cases filed against our Group Companies:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	4	193.76
Other Litigation	--	--

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoter, our directors and Group Companies see “*Outstanding Litigations and Material Developments*” beginning on page 238.

14. *The restated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company.*

The Restated Financial Statements have been provided by Peer Reviewed Chartered Accountants M/s K K Mankeshwar & Co., Chartered Accountants having peer reviewed certificate, who is not Statutory Auditor of our Company. The Restated Financial Statements of our Company for the period ended September 30, 2024 and for the financial years ended March 31 2024, March 31 2023 and March 31, 2022 has been provided by a Peer Reviewed Chartered Accountant who is not Statutory Auditor of our Company.

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

The Process of developing core Banking Software, Customized software solutions development is a costly, time-consuming and complex process and this software development process requires significant investments and the returns on these investments often take a considerable amount of time to materialize. We are committed to ongoing investment in software product development and exploring related opportunity. Investment in new technology and processes are speculative in nature, as commercial success depends on many factors like degree of innovation of the software products developed, effective distribution and marketing. Such expenditure may adversely affect our operating results if they are not offset by timely revenue increases. We must continue to dedicate a significant number of resources to our research and development efforts in order to maintain our competitive position. However, significant revenues from new software product investments may not be achieved for a number of years, or at all. Moreover, new software products may not be

profitable, and even if they are profitable, operating margins for new software products may not be in line with the margins we have experienced for our existing software products.

16. *We use third-party software and hardware that may cause errors or defects in, or failures of, the services or solutions we provide.*

We rely on software and hardware from various third parties to deliver our products and solutions. If any of this software or hardware become unavailable due to extended outages, interruptions or because they are no longer available on commercially reasonable terms, it could result in delays in the provisioning of our services until equivalent technology is either developed by us, or, if available, is identified, obtained and integrated, which could increase our expenses or otherwise harm our business. Further, the third-party service providers may face closure, financial difficulty or be involved in major litigation, which may affect our access to their software and technologies. If we lose the licenses which permit us to use such software, they may be difficult to replace and it may be costly to do so. In addition, any errors or defects in or failures of this third-party software or hardware could result in errors or defects in or failures of our services and solutions, which could harm our business and be costly to correct. Further, we are liable to our customers for any loss faced by them due to our use of these third-party software and technologies. Many of these providers attempt to impose limitations on their liability for such errors, defects or failures, and if enforceable, we may have additional liability to our customers or third-party providers that could harm our reputation and increase our operating costs.

17. *We do not own the premises in which our registered office and data centre is located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations*

Our Registered office and Data Centre is situated at 3, Central Excise Colony, Chhatrapati Square, Ring Road, Nagpur – 440015, Maharashtra, India, which is taken by our company on lease or rent basis from one of promoters Avinash Narayanrao Shende. In addition to the registered office, we have taken an office space at office space no. 01, 02, second floor, A wing, south and north block at central facility building, Mihan SEZ, Nagpur, as a temporary set up until the completion of proposed Mihan unit. Our company is in process to execute the lease agreement for the said arrangement. Further our Company is using colocation service from Yotta Data Service Private Limited which is allow us to rent rack space at 5th Floor, Scorpio House, Hiranandani Gardens, Powai, Mumbai- 400076. We have taken 2 vertical racks where we are having own equipment's including servers, storage system, flex system, fan modules, network devices etc.

The lease agreements can be terminated, and any such termination could result in any of our data centres or offices being shifted or shut down. Upon the expiration or termination of our data centres facility leases, we may not be able to renew these leases on terms acceptable to us, if at all. Even if we are able to renew the leases on our existing data centres, we expect that rental rates, which will be determined based on then-prevailing market rates with respect to the renewal option periods and which will be determined by negotiation with the landlord after the renewal option periods, will be higher than rates we currently pay under our existing lease agreements. Migrations to new facilities could also be expensive and present technical challenges that may result in downtime for our affected customers. There can also be no assurances that our plans to mitigate customer downtime for affected customers will be successful. This could damage our reputation and lead us to lose current and potential customers, which could harm our business and results of operations.

18. *We rely on our data centres for efficient functioning of our technology platform, and any interruption or delay in service from these facilities could impair the delivery of our technology platform and adversely impact our business and results of operations.*

We currently serve several of our customers through our own data centre located in Nagpur and through third party data centre. Our Company has taken data centre facility from Yotta Data Service Private Limited and Yotta Network Service Private Limited through Master Service Agreement dated May 01, 2023 to provide data centre services to our clients. In addition to above our Company is using colocation service from Yotta Data Service Private Limited which is allow us to rent rack space at 5th Floor, Scorpio House, Hiranandani Gardens, Powai, Mumbai- 400076. We have taken 2 vertical racks where we are having our own equipment's including servers, storage system, flex system, fan modules, network devices etc. We may intend to procure GPU infrastructure along with supporting server and storage systems for our colocation server rack (Colo Server).

Our data centres may experience events such as earthquakes, floods, fires, severe weather events, power loss, computer or telecommunication failures, service outages or losses, and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct or cybersecurity issues, human error, terrorism, improper operation, unauthorised entry and data loss. In the event of significant physical damage to one of these data centres, it may take a significant period of time to achieve full resumption of our services, and our disaster recovery planning may not account for all eventualities. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the data centres that we use.

Although we carry professional indemnity insurance policy, it may not be sufficient to compensate us for the potentially significant losses, including the potential harm to the future growth of our business that may result from interruptions in our platform, products or services. Any damage to, or failure of, our systems, could result in interruptions on our products platform or damage to, or loss or compromise of, our data and our customers' data. Any impairment of our or our customers' data or interruptions in the functioning of our platform and products, whether due to damage to, or failure of, data centres or unsuccessful data transfers, may reduce our revenue, result in significant fines, cause us to issue credits or pay penalties, subject us to claims for indemnification and other claims, litigation or disputes, result in regulatory investigations or other inquiries, cause our customers to terminate their contracts and adversely affect our reputation, renewal rates and our ability to attract new customers. Our business will also be harmed if our existing and potential customers believe our platform and products are unreliable or not secure.

- 19. Our Company's Logo "virtualgalaxy" (filed in Class 9, 42, 36 & 39) are currently not registered with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our Business. Further, any kind of negative publicity or misuse of our brand name could hamper our goodwill and our future growth strategies could be adversely affected.**

Our Company has made an application for registration with the Registrar of Trademark for registration of logo "virtualgalaxy" under class 9, 42, 36 & 39. If we are unable to register the intellectual property in the future in our name or any objection on the same may require us to change our logo, we may lose the goodwill created so far. Further, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our logo of the Company. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our Brand. The measures we take to protect our Intellectual Property including initiating legal proceedings, may not be adequate. Further, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that the aforesaid registration is granted. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business values and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our Business, Financial Condition and Results of Operations.

- 20. Our software products owing to certain issues such as coding, configuration or any other technical error or defects could lead to Company bearing exponential costs, delay in revenues and consequently expose us to litigation.**

The software products that we have offered or which we offer to our customers are highly complex owing to the programming, coding and the technical language involved in making of our software products. We perform prior testing of our products before the launch of our software products and continuously endeavour to provide our customer seamless user experience by upgrading the performance of our software products throughout its lifecycle through regular updates of the versions of our software products and by improving its utility, performance, security and its function. Our software products may sometimes contain coding or configuration errors that can have a negative consequence on the functioning of our products which could hamper the end results required by our customers.

At times, there may be instances when few errors and bugs may be found in new software products that our Company launches or in the upgraded versions of our products after delivery to our customers. If these defects are discovered after the release of such products to our customers, there may be delays in correcting such defects and bugs which may create unsatisfactory user experience to our customers. Further, we cannot guarantee that despite our extensive tests prior to the launch of our software products, we may be able to adequately detect the software errors which may become apparent only once our software products are installed and used in an end-user's environment. The occurrence of errors and/ or failures in our software products could result in the delay in the launch of our products or a complete rejection of our product in the market. Alleviating such errors and failure may require us to incur significant time, cost and expenditure.

Our customers often use our software products for their critical business processes and as a result, any defect or disruption in our products or any data breaches or misappropriation of proprietary information, or any error in implementation either at the end of the customers or the Company or third-party activity such as denial of service attacks or hacking, may cause customers to reconsider renewing their contract with us. The errors in or failure of our software products could also result in loss of customer documents and other files belonging to the customer, thereby causing significant customer dissatisfaction and exposing us to claims for monetary damages and litigations.

21. *We may become liable to our customers and lose customers if we have defects or disruptions in our software products. We may also be liable in the event of misuse of our software products or platforms.*

We deliver digital technology as software products, and errors or defects in our software products, or a failure of our hosting infrastructure, may make our software products unavailable to our customers. Any direct damages, expenses, costs, obligations could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Any errors, defects, disruptions in software products or other performance problems with our software products, whether in connection with the day-to-day operation of our software products, upgrades or otherwise, could damage our customers' businesses.

If we have any errors, defects, disruptions in software products or other performance problems with our software products, our customers could elect not to renew our contract, or delay or withhold payments to us and we could lose future sales. Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, services including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations. Further, our customers may make claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. We may in the future, experience, misuse of our software products or platforms. The occurrence of any such events in the future could lead to user dissatisfaction and discourage the use of our software products. Such events may also give rise to complaints and actions against us. All these factors could adversely affect our business and results of operation.

22. *If we fail to attract and retain highly skilled IT professionals, we may not have the necessary resources to properly staff projects and failure to successfully compete for such IT professionals could adversely affect our business, financial condition and results of operations.*

Our business is manpower intensive and the success of our business depends on maintaining skilled IT employees, who are able to liaise with the vendors, as well as our clients. This is dependent on our ability to attract, hire, train, and retain skilled personnel, monitor them continuously on key service parameters and guide them regularly. As of September 30, 2024, we had 329 employees, for further details in relation to our manpower, please see "*Our Business – Human Resources*" on page 173. Across our operations, we experienced attrition (calculated as employees who have left/ average employees) of 6.34%, 8.94%, 25.96 % and 24.03% in the period ended September 30, 2024 and Fiscals 2024, 2023, 2022, respectively. We may face high attrition rates in the future. A significant increase in the attrition rate among skilled IT professionals with specialised skills could decrease our operating efficiency and productivity and could lead to a decline in demand for our software products. The competition for highly-skilled IT professionals may require us to increase salaries, and we may be unable to pass on these increased costs to our customers. This would increase our operational costs which may adversely affect our business, results of operations and financial condition.

We incur various employee benefits expense, including salaries and bonus, contribution to provident and other funds and staff welfare expenses. For the period ended September 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, our employee benefits expense accounted to ₹ 492.78 Lakhs, ₹ 675.01 Lakhs, ₹ 987.31 Lakhs and ₹ 684.44 Lakhs, respectively, representing for 11.05 %, 17.34 %, 18.36 % and 17.24 %, respectively, of our total expense for the respective year/period. For further details, kindly refer section titled "*Restated Financial Statements*" beginning on page 214.

Our business is people driven and, accordingly, our success depends upon our ability to attract, develop, motivate, retain and effectively utilise highly-skilled IT professionals. We believe that there is significant competition for IT professionals in India and that such competition is likely to continue for the foreseeable future. Increased hiring by technology companies and increasing worldwide competition for skilled IT professionals may lead to a shortage in the availability of suitable personnel in the locations where we operate and hire. Failure to hire, train and retain IT professionals in sufficient numbers could have a material adverse effect on our business, results of operations and financial condition. Companies engaged in the technology industry are required to provide a greater deal of employee satisfaction and morale through providing professional incentives and enable digital maturity through collaborative support from the workforce. We compete for such talented individuals not only with other companies in our industry but also with companies in other industries, such as software services, engineering services, financial services and technology generally, among others.

23. *The nature of our software product exposes us to a range of risks, including conflicting legal and regulatory requirements. Non-compliance of which may negatively impact our business and operational outcomes.*

We have our operations in countries outside India also, such as Tanzania and Malawi. As a result, our business is subject to risks and challenges associated with international operations, including risks related to complying with several local laws, restrictions on the import and export of certain intermediates, technologies, multiple tax and cost structures, cultural

and language factors. For the period ended September 30, 2024, and for the Fiscal year 2024, 2023 and 2022 are ₹21.61 Lakhs, ₹449.54 Lakhs, ₹1,081.39 Lakhs and ₹391.27 Lakhs which accounts for 0.30%, 7.31%, 18.49% and 9.18% of our revenue from operations as per Standalone Restated Financial Statements, respectively, was derived from sales outside of India.

Non-compliance with these regulations in the conduct of our business could result in termination of client contracts, fines, penalties and may have an adverse impact on our reputation. Numerous nations aim to govern the activities of companies beyond their own borders, exposing us to several, at times conflicting, legal frameworks alongside the regulations in our home country. Due to the varying degree of development of the legal systems of the countries in which we operate, local laws might be insufficient to defend us and preserve our rights. In addition, changes in regulations could increase our costs and could potentially prevent us from delivering our software products and solutions in a cost-efficient manner.

We could also face other internal or external risks, including, inter alia, foreign exchange and economic volatility, any need to obtain governmental approvals and permits under unfamiliar regulatory regimes, restrictions on the transfer of funds into or out of a country, longer payment cycles in some countries and inability to maintain or enforce legal rights and remedies and at a reasonable cost or at all. If we do not effectively manage our international operations, it may affect our profitability from such countries, which may affect our business, results of operations and financial condition.

24. *There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of returns and deposit of statutory dues with the taxation and other statutory authorities.*

In the past, our company has at several instances, delayed in filing of GST, TDS, PT and PF Returns, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues and late filing penalties, if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows.

In respect of such delays in filing, we have also been issued notice u/s 46 of the GST Act at several interest and have been levied with penalties, but no further action for suspension of our GST registration have been taken. Further, we are not sure that no such notice shall be issued in future or at all and in any such event we may be subjected to penalty and GST suspension orders in which event we shall be dragged into unnecessary litigations.

GST

Financial Year	No of instance	Range of delay in days
April 01, 2024 to September 30, 2024	4	1-16
2023-2024	10	2-27
2022-2023	9	5-40
2021-2022	12	1-82

PF

Financial Year	No of instance	Range of delay in days
April 01, 2024 to September 30, 2024	2	3-10
2023-2024	12	5-344
2022-2023	11	30-729
2021-2022	12	759-1094

PT

Financial Year	No of instance	Range of delay in days
2023-2024	12	34-370
2022-2023	12	239-641
2021-2022	11	3-389

TDS

FY 2021-22

Form	Quarter	Delay in Days
24Q	Q1	676
24Q	Q2	584
24Q	Q3	492
24Q	Q4	372

FY 2022-23

Form	Quarter	Delay in Days
24Q	Q1	709
24Q	Q2	617
24Q	Q3	525
24Q	Q4	405

FY 2023-24

Form	Quarter	Delay in Days
26Q	Q1	289
26Q	Q2	259
26Q	Q3	166
26Q	Q4	45
24Q	Q1	344
24Q	Q2	252
24Q	Q3	160
24Q	Q4	39

The delays in payment have occurred due to delay in reconciliation of accounts with customers, delay in bill settlement. Also, sometimes these delays were also due to administrative and technical issues on the portal during these periods. As regards corrective measure company has filed all the returns due with late filing fees and has appointed compliance officer to ensure that all the compliance related matters are taken care of on real time basis and have further intacted the internal controls to ensure that the flaws are cured in time. If any action is taken by the concerned authority in the matter and in the event of any penalty being imposed against the Company by the concerned authority, the financials of the company shall be adversely affected.

For further details of certain material legal proceedings involving our Company, our Promoter, our directors and Group Companies see “*Outstanding Litigations and Material Developments*” beginning on page 238.

25. *We have relied on certain suppliers for our operations. Furthermore, we have not entered into any long-term agreement or contract with the suppliers. The potential loss of any one or more of our major suppliers would have a material effect on our business operations and profitability.*

We are dependent on very limited number of suppliers for our business operations and the success of our business is accordingly significantly dependent on us maintaining good relationships with our suppliers. The following table represent the contribution of our top 10 Suppliers in term of amount during the last 3 years and for the period ended on September 30, 2024 are as follows:

(Rs. In Lakhs)

Financial Year	Contribution of Top 10 Suppliers in the year	% of the Total Purchases
September 30, 2024	2,543.15	80.38
2023-2024	1,161.83	57.99
2022-2023	2,754.88	85.53
2021-2022	1,777.81	78.25

Since we have no formal arrangements with our suppliers, they are not contractually obligated to continue their relation with us. The loss of a significant supplier would have a material effect on our business operations. We cannot assure you that we can maintain the historical levels of business from these suppliers or that we will be able to replace these suppliers

in case we lose any of them. Furthermore, major events affecting our suppliers such as bankruptcy, change of management, mergers and acquisitions could impact our business operations. If any of our major supplier becomes bankrupt or insolvent, we may lose some or all of our business operations from those suppliers which ultimately can affect our business operations and profitability.

26. *We may expose to competition from onshore and offshore CBS & ERP providers, our inability to compete successfully against competitors, pricing pressures or loss of market share could materially adversely affect our business, financial condition and results of operations.*

The market in which we serve is highly competitive, and we expect competition to sustain in the market. We believe that the principal competitive factors in our markets are reputation and track record, industry expertise, breadth and depth of software solutions offerings, language, marketing and selling skills, scalability of infrastructure, ability to address customers' timing requirements and price, ability to adapt development as per regulatory changes in policies. We may competition from offshore CBS & ERP providers with low wage costs or with a more favourable time zone for overseas customers. Customers may prefer IT services providers that have more locations or that are based in countries more cost-competitive or in a more favourable time zone than India.

Our ability to compete successfully also depends in part on a number of factors beyond our control, including the ability of our competitors to recruit and retain highly-skilled IT professionals, the price at which our competitors offer comparable services and our competitors' responsiveness to customer needs. Some of our present and potential competitors may have substantially greater financial, marketing or technical resources. If our competitors develop and implement methodologies that yield greater efficiency and productivity, they may be able to offer similar services at lower prices than we do without adversely affecting their profit margins. Our current and potential competitors may also be able to respond more quickly to new technologies or processes and changes in customer demands; may be able to devote greater resources towards the development, promotion and sale of their services than we can; and may also make strategic acquisitions or establish cooperative relationships among themselves or with third parties that increase their ability to address the needs of our customers.

Therefore, we cannot assure you that we will be able to retain our customers while competing against such competitors. Increased competition, our inability to compete successfully, pricing pressures or loss of market share could have a material effect on our business, financial condition and results of operations.

27. *Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management or our ability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.*

Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain skilled personnel. Any loss of our Promoter, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoters for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further information, see "Our Management" on page 193.

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

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

29. *Any IT system failures or lapses on part of any of our employees may lead to operational interruption, liabilities or reputational harm.*

The success of our businesses depends in part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our information technology systems include multiple applications, coding, configuration and other systems that allocate resources and facilitate internal and external communications, enabling us to coordinate and make quick decisions across our business. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees, subcontractors or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. Any such legal proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

30. *Any failure to accurately estimate the overall risks, revenues or costs in respect of a project, may adversely affect our profitability and results of operations. Our actual cost in executing a contract may vary substantially from the assumptions underlying our contract. We may be unable to recover all or some of the additional expenses, which may have a material adverse effect on our results of operations, cash flows and financial condition.*

Under the terms and conditions of agreements for our projects, we generally agree to receive from the customers an agreed sum of money, subject to contract variations covering changes in the customers' project requirements. We may enter into agreements for the operating or installing the software product in the future which may not contain price escalation clauses covering increase in the cost of technical personnel, maintenance and other factors. Accordingly, our actual expense in providing our service may vary substantially from the assumptions underlying our bid. Our ability to pass-on increases in the costs may be limited in the case of contracts with limited or no price escalation provisions and there can be no assurance that these variations in cost will not lead to financial losses to our Company, which could have a material adverse effect on our cash flows, business, financial condition and results of operations.

31. *Fluctuations in foreign currency exchange rates could materially affect our financial results.*

We generate our revenues in foreign currencies as our customer base is spread in overseas markets as well. Therefore, increases or decreases in the value of the Indian Rupees against other major currencies affect our net operating revenues, operating income and the value of balance sheet items denominated in foreign currencies. A significant portion of our consolidated operations are international and we may continue to earn a significant portion of our revenue in foreign currencies. Our ultimate realised loss or gain with respect to currency fluctuations will generally depend on the size and type of cross-currency exposures that we are exposed to, the currency exchange rates associated with these exposures and changes in those rates, and other factors. All of these factors could materially adversely impact our results of operations, financial position and cash flows.

Economic, political and market conditions can adversely affect our business, results of operations and financial condition, including our revenue growth and profitability, which in turn could adversely affect our stock price. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 221.

32. *If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.*

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and

complexity of operations. Our internal control functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our teams adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

33. *We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.*

Some of the financing arrangements entered into by us include conditions that require our Company to obtain consents/NOCs from respective lenders prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents/NOCs could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions require prior consents/NOCs from or intimations to certain lenders. For details please see “*Financial Indebtedness*” on page 218.

While we all relevant consents/NOCs required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants, we cannot assure you that this will continue to be the case in the future, which may in turn adversely affect our business, results of operations, cash flows and financial condition.

If the obligations under any of our financing arrangements are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. A default by us under the terms of any financing documents have an adverse effect on our operations, financial position and any credit ratings. For further information regarding our borrowings, please see “*Financial Indebtedness*” on page 218.

34. *Certain unsecured loans availed by our Company are repayable on demand. Any demand for repayment of such unsecured loans, may adversely affect our cash flows.*

As at September 30, 2024, we had availed unsecured loans aggregating to ₹ 1,663.54 lakhs from financial institutions. The unsecured loans our Company have availed are repayable on demand. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to acceleration of payments under such credit facilities, which may have a material adverse effect on our business, cash flows and financial conditions. For further information regarding our loans, please see “*Financial Indebtedness*” on page 218.

35. *We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favourable to us or at all could have an adverse impact on our financial condition. Further, certain of our financing agreements involve variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected.*

As at September 30, 2024, we had total fund based outstanding standalone financial indebtedness of ₹ 2,975.73 lakhs. Our existing operations and execution of our business strategy may require substantial capital resources and we may incur additional debt to finance these requirements in the future. However, we may be unable to obtain sufficient financing on terms satisfactory to us, or at all. If interest rates increase it will be difficult to obtain credit. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations, any future expansion plans that we may have and our ability to complete such expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive

covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

There can be no assurance that we will be able to comply with our current financing arrangements or continue to access funds, including by way of short-term borrowings, on acceptable terms or at all. While we seek to mitigate against such risks by exploring favourable funding options from banks/financial institutions, there is no assurance that we will be successful in doing so. Any failure to obtain the requisite funds to meet our requirements or expand or modernize existing capabilities could result in our inability to effectively compete with other players in the industry, which could have a material adverse effect on our profitability, cash flows and results of operations.

36. *Our Promoter, members of Promoter Group and director have mortgaged their properties and provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.*

Our Promoters, members of promoter group have mortgaged their properties and provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these properties or guarantees are revoked by promoters, members of Promoter group, the lenders for such facilities may require alternate properties as mortgages/guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative properties/guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition. For more information, please see the chapter titled “*Financial Indebtedness*” beginning on page 218.

37. *Our Promoters and promoter group members are interested in our Company’s performance in addition to their remuneration and reimbursement of expenses.*

In addition to regular remuneration or benefits and reimbursement of expenses, our Promoters and promoter group members are otherwise interested in our Company. This interest is to the extent of their shareholding in our Company, their rights to the extent of any dividends, repayment of unsecured loans Company availed from our Promoters, and their rights in relation to interest payment on unsecured loans by them to our Company. We cannot assure you that our Promoters and promoter group members will exercise their rights as Shareholders to the benefit and best interest of our Company. As Shareholders of our Company, our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and promoter group members of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management*”, “*Our Promoters and Promoter Group- Interests of Our Promoters*” and “*Restated Financial Information - Related Party Disclosure – ANNEXURE –IX*” on pages 193, 208 and 214 respectively.

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

In the last one year, we have issued Equity Shares at a price that may be lower than the Issue Price. We made Preferential allotments of 3,54,254 Equity Shares on May 04, 2024, 7,03,383 Equity Shares on May 27, 2024 and 1,41,308 Equity Shares on June 03, 2024. Further we made bonus issue of 60,99,530 Equity Shares of face value of ₹ 10 each, on June 19, 2024 to our existing shareholders. For further details, see the section titled “*Capital Structure*” at page 84 of this Draft Red Herring Prospectus. The price at which the Equity Shares have been issued in the last one year is not indicative of the price at which Equity Shares may be offered in the Issue or at the price at which they will trade upon listing.

39. *We rely on channel partners and third-party service providers for some part of our services and any failure on their part to perform their obligations could adversely affect our reputation, business, results of operations and cash flows.*

From time to time, we utilize third-party service providers for some part of our services such as data centre, cloud service, electrification, installation, networking, logistics, depending upon the requirements of projects awarded to us. We have entered agreements with our customers, channel partners and other third-party vendors in ordinary course of business. The channel partner is presenting us in overseas market and we provide our solutions and services to the clients. As of September 30, 2024, we have two channel partners in Tanzania and one channel partner in Israel. Further our Company has taken data centre facility from Yotta Data Service Private Limited and Yotta Network Service Private Limited through Master Service Agreement dated May 01, 2023 to provide data centre services to our clients. We have entered into such contracts which may contain certain terms and conditions and any breach the terms and conditions may lead the termination their contracts which may affect our future growth and expansion of our business operations.

Our Company relies extensively on information technology systems (“IT Systems”), including third party cloud-based service provider to conduct its business. Although our Company has a broad array of information security measures in

place, our Company's IT Systems, including those of third-party service provider with whom it has contracted, have been, and will likely continue to be, subject to operational risks.

Further a significant risk arises when relying on third-party data recovery solutions. While these services can be useful in retrieving lost data, they also pose potential threats. The primary risk is the possibility of incomplete data recovery or permanent data loss due to the limitations or failure of external vendors. Additionally, sensitive or proprietary information may be exposed during the recovery process, increasing the risk of data breaches or unauthorized access. We cannot assure you that the services rendered by any of third-party service providers will always be satisfactory or match our requirements for quality, which may affect our results of operations and cash flows.

40. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business

We maintain standard insurance policies for our business and operations. Our material policy includes United Bharat Sookshma Udyam Suraksha Policy and Professional Indemnity Policy. We believe we have got our assets and employees adequately insured; however, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, to cover all material losses. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business and results of operations could be adversely affected.

41. Our Company had negative cash flows in the past years from investing activities, details of which are given below. Sustained negative cash flow could impact our growth and business.

We have experienced negative cash flows in the past from investing activities which have been set out below as per the restated standalone financial statements:

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from/ (used in) operating activities	1,963.87	3,279.17	816.21	1,277.23
Net cash generated from/ (used in) investing activities	(2,665.57)	(3,161.25)	(859.39)	(630.70)
Net cash generated from/ (used in) financing activities	703.62	(154.63)	53.64	(637.76)

Cash flows of a company is a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details, see section titled "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 214 and 221, respectively of this Draft Red Herring Prospectus.

42. Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.

Our business is working capital intensive. We have a continued and sustained working capital requirements to maintain sufficient inventory of products for steady supply. The majority of our revenue is generated from projects that we undertake for our BFSI, Government/PSU clients and corporate clients. We periodically review the payments due from customers, and the outstanding trade receivables of our Company and actively pursue such customers to make such payments. In addition, we require working capital for certain costs such as employee expense, lease payments, payment for inventory, vendors payments and project execution expenses, performance bank guarantee etc. We may meet part of the working capital requirements through additional borrowings in future. A significant amount of our working capital is required for meeting operating expenses of our business. Our working capital requirements may increase if we secure new projects. This may result in increases in the amount of our receivables, short-term borrowings and the cost of availing such working capital funding.

Growth in our operations may result in increase in the quantum of current assets, particularly trade receivables. Our inability to obtain adequate amount of working capital at such terms which are favourable to us, in a timely manner or at all, may also have an adverse effect on our financial condition. Continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations. We cannot assure you that we will be successful in arranging adequate working capital through borrowings or cash flows from operations. Our inability to

maintain sufficient cash flows, credit facilities and other sources of funds, in a timely manner or at all, to meet our working capital requirements may adversely affect our operations and financial condition.

43. *Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.*

Our Company have entered into certain related party transactions with our Promoters, members of the promoter group, Directors and our Group Companies in the past which are in compliance with applicable provisions of Companies Act, 2013 and all other applicable laws. For details, please see “*Annexure – IX Restated Statement of Related Party Disclosures of Restated Financial Statements*” under the chapter titled “*Restated Financial Statements*” beginning on page 214. While our Company believes that all such transactions have been conducted on the arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain party transactions and our undertakes that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. 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 operations.

44. *Interruptions or performance problems associated with our technology and infrastructure may harm our business and results of operations.*

Our continued growth depends in part on the ability of our existing and potential customers to access our solutions at any time. Although there have not been instances in the past where interruptions or problems with our technology and infrastructure have caused performance issues, we may in future experience disruptions, data loss, outages and other performance problems with our technology infrastructure due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial of service attacks or other security related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times and as our products and websites of our customers become more complex and user traffic increases. If our products and websites of our customers are unavailable or if users of such products and websites are unable to access products and websites within a reasonable amount of time, or at all, our business would also be harmed. Any disruptions in these services, including as a result of actions outside of our control, would significantly impact the continued performance of our products. Any loss of the right to use any of these services could result in decreased functionality of our products until equivalent technology is either developed by us or, if available from another provider, is identified, obtained and integrated into our infrastructure. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, results of operations and financial condition could be harmed.

45. *In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.*

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

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

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see “*Government and Other Statutory Approvals*” on page 249 of this Draft Red Herring Prospectus.

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

46. There may be potential conflict of interests between our Company and other venture or enterprises promoted by our promoters or directors.

The main business object/activities of our Company and our Group Companies also permit them to undertake similar business to that of our business, which may create a potential conflict of interest and which in turn, may have an implication on our operations and profits. Conflicts of interests may arise in allocating business opportunities between our Company and our Group Companies in circumstances where our respective interests diverge. Further, our Company and our Group Companies are allowed to carry on activities as per its articles, which are similar to the activities carried by our Group. Further, our Promoters, are also directors on the board of our Company and our Group Companies. This may be a potential source of conflict of interest in addressing business opportunities, strategies, implementing new plans and affixing priorities. In cases of conflict, our Promoters may favour other companies in which our Promoters have interest.

47. As of September 30, 2024, we had contingent liabilities which have not been provided for in our financial statements and could adversely affect our financial condition.

As of September 30, 2024, our contingent liabilities that have not been accounted for in the Restated Standalone Financial Information, were as follows:

(₹ in lakhs)

Particulars	For the period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Related to Direct Tax Matters	3,732.09	3,732.09	3,732.09	3,732.09
Related to Indirect Tax Matters	1,116.76	1,116.76	1.75	0.50
Related to Bank Guarantees	304.64	337.82	351.49	226.31

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For further information, see “*Restated Financial Information – ANNEXURE –XII*” on page 214.

48. Our growth strategy to expand our geographical footprints exposes us to certain risks, and if we are unable to manage these risks it may have a material adverse effect on our operations.

Our ability to achieve our growth strategies will be subject to a range of factors, including our ability to identify market opportunities and demands in the industry, compete with existing companies in our markets, consistently exercise effective quality control, hire and train qualified personnel to provide our services. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. We may face increased risks when we enter new markets in India, and may find it more difficult to hire, train and retain qualified employees in new regions.

Founded in 1997 in Nagpur, our Company has been at the forefront of delivering secure core banking solutions within a seamlessly integrated banking and financial ecosystem. Under the leadership of Avinash Narayanrao Shende and Sachin Purushottam Pande, we have built a diverse clientele including banks, microfinance institutions and non-banking financial companies (NBFCs). Our flagship product, E-Banker is a core banking solution designed specifically for banks, societies, and NBFCs. While we have a predominant presence in the state of Maharashtra. However, we have recently marked our presence in the state of Mizoram, Uttar Pradesh, Telangana, Rajasthan, Manipur, Madhya Pradesh, Himachal Pradesh, Delhi and Goa, etc. and have expanded our reach to the international market including Tanzania and Malawi. We intend to increase our presence pan India by securing and servicing projects in other states of India and other countries as well. We may be exposed to risks, which may arise due to lack of familiarity and understanding of the economic conditions, demography, trends, client tastes and preference and culture of such areas. For further information, see “*Our Business*” on page 156. The risks involved in entering a new geographical area and expanding operations, may be higher than expected, and we may face significant competition in such markets.

Any potential expansions into new geographical regions, could subject us to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation in that region;

- ability to understand client preferences and local trends in such new regions; and
- exposure to expropriation or other government actions; and political, economic and social instability.

Further, there can be no assurance that even if we are able to successfully implement our plan to deepen geographical penetration, we may be able to effectively manage our expanded operations. If we are not able to manage the risk of such expansion it could have a material adverse effect on our operations.

49. *The loss of certain independent certification and accreditation of our products and services that we have adopted could harm our business.*

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government of India in connection with the services provided by our Company. Our company holds several quality certifications including including ISO 9001:2015, ISO/IEC 27001:2013, ISO/IEC 20000-1:2018, and ISO/IEC 23001-7:2023. These certifications underscore our commitment to the highest standards in information security management, comprehensive IT solutions, and advanced software services. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, services and practices, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be adversely affected. While we have not experienced any instances where we failed to obtain quality certifications and accreditations which had an adverse impact on our business, results of operations, financial condition or cash flows, we cannot assure you that such instances will not arise in the future.

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

The proposed fund requirement as detailed in the section titled “*Objects of the Issue*” is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “*Objects of the Issue*” beginning on page 113.

51. *A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*

We intend to use the Net Proceeds for the purposes described in “*Objects of the Issue*” on page 113. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates in view of past expenditures, and have not been appraised by any bank or financial institution. We intend to utilize ₹ 1,890.00 Lakhs and ₹ 1,406.00 Lakhs of the Net Proceeds for funding of expenditure related to enhancement, maintenance and upgrading existing products and funding for business development and marketing activities respectively. We have relied on the management estimates for number of employees to be hired and average salary to be deployed to such hired employees for the requirement of manpower in enhancement, maintenance and upgrading of existing products and for business development and marketing activities. Our funding requirements and proposed deployment of the Net Proceeds are based on current conditions and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies.

While we will use the Net Proceeds for the purposes in the manner specified in “*Objects of the Issue*” on page 113, the amount of Net Proceeds to be actually used will be based on our management’s discretion subject to applicable laws. Owing to the nature of the Objects for which we propose to use the Net Proceeds, we have not entered into any definitive agreements to use the Net Proceeds. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Additionally, in the event of any delay in hiring of employees, the proposed schedule, implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that the actual costs incurred in relation to this object will be similar to and not exceed the amounts indicated by the management of the company. Further we cannot assure you that we may earn a positive return from our investments upgrading/updating existing products and investment in business development and marketing activities.

We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations and other financial and operational factors. Accordingly, prospective investors in the Issue will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we

are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations. For further details, please see “*Objects of the Issue*” on page 113.

52. *Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.*

We propose to utilize the Net Proceeds towards utilization for Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra; Repayment/ prepayment of certain borrowings availed by our Company; Investment in procuring GPU, server & storage system at Data Centre; Funding of expenditure related to enhancement, maintenance and upgrading existing products; Funding for business development and marketing activities and General corporate purpose. For further details of the proposed objects of the Issue, see “*Objects of the Issue*” beginning on page 113. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution.

In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

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

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds and our company will have full discretion in respect of issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

54. *Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter.*

We could be harmed by employee misconduct if our customers confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. While there have been no instances during the last three financial year and for the period ended September 30, 2023, of information technology breach or instances of cyber-attack, assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

Although we closely monitor our employees, misconduct, including acts of bribery, corruption or fraud by employees or executives, such acts could include binding us to transactions that exceed authorized limits or present unacceptable risks, or they may hide unauthorized or unlawful activities from us, which may result insubstantial financial losses and damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our brand. While we have not experienced any such employee misconduct in the past, it is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our business and our reputation.

55. *Industry information included in this Draft Red Herring Prospectus has been derived from industry reports available on public domain. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have relied on the reports of industry reports available on public domain for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective 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 for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

56. *Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.*

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 213.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own [•] % of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AoA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

58. *Our future funds requirements, in the form of issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.*

We may require additional capital from time to time depending on our business needs. Any issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

59. *The average cost of acquisition of Equity Shares by the Promoters may be less than the Issue Price.*

The average cost of acquisition of Equity Shares by the Promoters may be less than the Issue Price. The details of the average cost of acquisition of Equity Shares held by the Promoters are set out below:

Sr. No.	Name of the Promoters	No. of Shares held	No of Equity Shares acquired since inception	Average cost of Acquisition (in ₹) *
1.	Avinash Narayanrao Shende	74,45,698	75,81,898	3.11
2.	Sachin Purushottam Pande	74,45,698	75,81,898	3.11

* As certified by M/s. RKAS & Co., Chartered Accountants through their certificate dated October 28, 2024.

60. None of the Promoters of our Company have experience of being a promoter of a public listed company.

The Promoters of our Company do not have the experience of being a promoter or director of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited half yearly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies. Further, as a publicly listed company, the Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Promoters of the Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

EXTERNAL RISKS

61. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

62. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as typhoons, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. Our operations may be adversely affected by fires, natural disasters, and/or severe weather,

which can result in damage to our property or inventory and generally reduce our productivity, and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus and the monkeypox virus. A worsening of the current outbreak of the COVID-19 pandemic or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

63. *Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations.*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Share.

64. *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, United States, United Kingdom, Russia 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 instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. 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.

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 and results of operations and reduce the price of the Equity Shares.

65. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

66. *We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.*

The Competition Act, 2002, of India, as amended (“**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“**AAEC**”). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC is considered void and may

result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of clients in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the “CCI”). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

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

Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares. Further, 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 or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- 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.

68. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares 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 gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India’s right to impose a tax on capital gains arising from the sale of shares of an Indian company.

Further, the Finance Act, 2019 (“Finance Act 2019”), passed by the Parliament of India stipulates that the sale, transfer and issue of certain securities through exchanges, depositories, or otherwise shall be charged with stamp duty. The Finance Act 2019 has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain 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 certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act 2019 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. The Government of India has recently announced the Union Budget for Financial Year 2025 (“Budget”). Pursuant to the Budget, the Finance (No.2) Act, 2024 was enacted which inter alia increased the rate of taxation of short-term capital gains and long-term capital gains arising from transfer of an equity share. There is no certainty on the impact of Finance (No. 2) Act, 2024 on tax laws or other regulations, which may adversely affect the Company’s business, financial condition, results of operations or on the industry in which we operate.

70. *Our Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for our Equity Shares.*

Prior to this Issue, there has been no public market for our Equity Shares. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. We cannot assure you that an active trading market for the Equity Shares will develop or be sustained after this Issue. The Issue Price of our Equity Shares will be determined through the Book Building Process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of our Equity Shares may be subject to significant fluctuations in response to various factors, including variation in our operating results, market conditions specific to our industry, and volatility in stock exchange and securities markets.

Further, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a company. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company’s performance. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

71. *There is no guarantee that our Equity Shares will be listed on the NSE in a timely manner or at all. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.*

There is no guarantee that the Equity Shares will be listed on the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, the Equity Shares are required to be listed on the NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares. Further, there can be no assurance that the Equity Shares once listed will continue to remain listed on the Stock Exchange. Indian laws permit a company to delist its equity shares on compliance with prescribed procedures including the requirement to obtain the approval of its shareholders. Further, certain instances of non-compliance with applicable laws can result in the delisting of the Equity Shares. We cannot assure you, therefore, that the Equity Shares, once listed, will continue to remain listed.

72. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares including to comply with minimum public shareholding norms applicable to listed companies in India or, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

73. 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 the 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.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Instruments Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the FDI Policy dated October 15, 2020 and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

74. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Our restated Consolidated financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, refer chapter titled "Presentation of Financial Industry and Market Data" beginning on Page 19.

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 practices. 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. India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010. These "IFRS based / synchronized Accounting Standards" are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed Company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to

quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards, i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2023 (“Finance Bill”), has introduced various amendments. The Finance Bill has received assent from the President of India on March 31, 2023, and has been enacted as the Finance Act, 2023. We cannot predict whether any amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our

business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

76. *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, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/ Issue Closing Date.*

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/ Issue Period and until the Bid/ Issue Closing Date, but not thereafter. Therefore, Qualified Institutional Buyers and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations or otherwise at any stage after the submission of their Bids.

SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Issued ⁽¹⁾⁽²⁾⁽³⁾	Up to 66,60,000*, Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs.
Out of which:	
Issue Reserved for the Market Maker	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs.
Net Issue to the Public	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs.
Out of which*	
(b) QIB Portion ⁽⁴⁾⁽⁵⁾	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs.
Of which:	
a) Anchor Investor Portion	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
b) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(c) Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
(d) Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Pre and Post – Issue Equity Shares	
Equity shares outstanding prior to the Issue	1,82,98,635 Equity Shares of face value of ₹10/- each fully paid-up
Equity shares outstanding after the Issue	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up
Use of Net Proceeds	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 113.

*Subject to finalization of the Basis of Allotment.

Notes:

- a) *The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, 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.*
- b) *The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on September 13, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on September 14, 2024.*
- c) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that: (a) not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders; (b) not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders; and (c) not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to bidders in the other category. Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders; not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders and not more than 50% of the Net Issue to QIBs.*
- d) *Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories*

of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

Our Company 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 278.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Financial Information. The restated financial information presented below may differ in certain significant respects from financial statements prepared in accordance with generally accepted accounting principles in other countries, including IFRS. The summary financial information presented below should be read in conjunction with “Restated Financial Information”, including the notes and annexures thereto, on page 214 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 221. Financial information for the period ended September 30, 2023 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

SUMMARY DERIVED FROM OUR RESTATED STANDALONE FINANCIAL INFORMATION

STANDALONE STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I	EQUITY AND LIABILITIES					
	1. Shareholders’ funds					
	(a) Share Capital	I.1	1,829.86	1,100.02	1,100.02	1,100.02
	(b) Reserves and surplus	I.2	5,905.01	2,993.83	1,363.64	1,184.11
	Sub Total Shareholders Funds (A)		7,734.88	4,093.85	2,463.65	2,284.12
	Share Application Money Pending Allotment	I.3	-	42.85	-	-
	2. Non-current liabilities					
	(a) Long-term borrowings	I.4	2,201.50	3,116.29	3,105.24	2,474.61
	(b) Other Non-current Liabilities	I.5	-	-	-	-
	(c) Deferred Tax liability	I.6	296.73	243.69	251.10	89.27
	(d) Long-term provisions	I.7	60.41	51.07	31.92	23.14
	Sub Total Non Current Liabilities (B)		2,558.64	3,411.05	3,388.26	2,587.02
	3. Current liabilities					
	(a) Short-term borrowings	I.8	774.23	747.68	706.04	1,017.16
	(b) Trade payables	I.9				
	i) Total Outstanding dues of Micro & Small Enterprises		-	-	-	-
	ii) Total Outstanding dues Creditors other than Micro & Small Enterprises		730.10	1,784.59	1,445.41	396.06
	(c) Other current liabilities	I.10	255.16	865.10	571.49	555.29
	(d) Short-term provisions	I.11	1,404.03	642.78	140.78	89.82
	Sub Total Current Liabilities (C)		3,163.52	4,040.15	2,863.73	2,058.33
	TOTAL (A+B+C)		13,457.04	11,587.90	8,715.64	6,929.48
II	ASSETS					
	1. Non-current assets					
	(a) Property, Plant and Equipment and Intangible assets					
	(i) Property, Plant and Equipment	I.12	1,694.96	1,884.47	2,369.80	1,559.40

	Particulars	Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(ii) Intangible Asset	I.12	1,317.61	1,146.31	947.09	883.00
	(ii) Intangible Asset Under Development	I.12	1,501.04	1,265.48	501.08	1,302.34
	(ii) Capital Work in Progress	I.12	5,172.07	3,049.06	900.23	655.83
	(b) Non-current investments	I.13	-	52.50	100.00	100.00
	(c) Long-term loans and advances	I.14	-	-	-	-
	(d) Deferred Tax Assets	I.6	-	-	-	-
	(e) Other Non Current Assets	I.15	318.02	206.15	213.91	232.22
	Sub Total Non Current Assets (A)		10,003.70	7,603.96	5,032.11	4,732.79
	2. Current assets					
	(a) Current Investments	I.16	217.03	216.17	186.77	124.16
	(b) Inventories	I.17	9.18	10.77	7.40	4.56
	(c) Trade receivables	I.18	1,768.33	2,503.63	2,327.78	1,360.43
	(d) Cash and Bank Balances	I.19	4.48	2.56	39.27	28.81
	(e) Short-term loans and advances	I.20	1,245.21	976.16	953.32	535.16
	(f) Other Current Assets	I.21	209.10	274.64	169.00	143.56
	Sub Total Current Assets (B)		3,453.34	3,983.94	3,683.53	2,196.68
	TOTAL (A+B)		13,457.04	11,587.90	8,715.64	6,929.48

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

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STANDALONE STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	For the Period ended on September 30, 2024	For the Year Ended On		
				March 31, 2024	March 31, 2023	March 31, 2022
I	Revenue from operations	II.1	7,160.88	6,146.39	5,848.40	4,262.34
II	Other Income	II.2	1.90	5.70	7.37	10.98
III	Total Income (I+II)		7,162.78	6,152.10	5,855.77	4,273.32
	Expenses:					
	(a) Cost of services	II.3	-	-	-	-
	(b) Purchases of stock-in-trade	II.4	3,163.75	2,003.57	3,220.99	2,271.83
	(c) Changes in inventories of finished goods and work-in-progress	II.5	1.58	(3.37)	(2.85)	(0.00)
	(d) Employee benefits expense	II.6	492.78	675.01	987.31	684.44
	(e) Finance costs	II.7	115.74	250.17	265.87	260.68
	(f) Depreciation and amortisation expense	II.8	267.74	592.68	564.48	455.72
	(g) Other expenses	II.9	417.57	374.45	341.19	297.03
IV	Total expenses		4,459.16	3,892.50	5,377.00	3,969.69
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		2,703.62	2,259.59	478.77	303.63
VI	Exceptional Items		-	-	-	-
VII	Profit /(Loss) before tax (V-VI)		2,703.62	2,259.59	478.77	303.63
VIII	Tax expense:					
	(a) Current tax expense		760.01	636.81	137.41	87.96
	(b) Short/(Excess) provision of tax for earlier years		-	-	-	-
	(c) Deferred tax charge/(credit)	II.10	53.04	(7.41)	161.83	89.27
			813.05	629.40	299.24	177.24
IX	Profit after tax for the year (VII-VIII-IX)		1,890.57	1,630.19	179.53	126.39
XII	Earnings per share (face value of ₹ 10/- each):	II.11				
	(a) Basic (in ₹)		10.53	9.88	1.09	0.77
	(b) Diluted (in ₹)		10.53	9.88	1.09	0.77

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

STANDALONE STATEMENT OF CASH FLOW, AS RESTATED

(₹ in Lakhs)

Particulars	For the Period ended on September 30, 2024	For the Year Ended On		
		March 31, 2024	March 31, 2023	March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax and Exceptional items	2,703.62	2,259.59	478.77	303.63
Adjustment For:				
(a) Depreciation and Amortization	267.74	592.68	564.48	455.72
(b) Finance Charges	115.74	250.17	265.87	260.68
(c) (Gain)/Loss on Sale of Investment	-	-	-	-
(d) Provision for Gratuity & Leave encashment	10.59	21.75	10.29	7.95
(e) Interest income	(1.90)	(3.28)	(4.40)	(8.92)
Operating Profit before Working Capital Changes	3,095.79	3,120.91	1,315.02	1,019.06
Adjustment For :				
(a) (Increase)/Decrease in Investments	(0.87)	(29.41)	(62.61)	225.75
(b) (Increase)/Decrease in Inventories	1.59	(3.37)	(2.84)	(0.01)
(c) (Increase)/Decrease in Trade Receivables	735.30	(175.85)	(967.35)	(193.96)
(d) (Increase)/Decrease in Loans & Advances	(269.06)	(22.84)	(418.16)	(47.94)
(e) (Increase)/Decrease in Other Assets	65.55	(105.64)	(25.44)	253.27
(f) Increase /(Decrease) in Trade Payables	(1,054.49)	339.18	1,049.35	118.15
(g) Increase /(Decrease) in Other Liabilities	(609.94)	293.61	16.21	315.92
(h) Increase /(Decrease) in Short Term Provisions	-	-	-	(328.05)
CASH GENERATED FROM OPERATIONS	1,963.87	3,416.59	904.18	1,362.19
Less : Direct Taxes paid (Net of Refund)	-	(137.41)	(87.96)	(84.96)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	1,963.87	3,279.17	816.21	1,277.23
NET CASH FROM OPERATING ACTIVITIES (A)	1,963.87	3,279.17	816.21	1,277.23
B. CASH FLOW FROM INVESTING ACTIVITIES				
(a) Purchase of Fixed Assets	(2,608.10)	(3,219.79)	(882.10)	(307.40)
(b) Sale of Fixed Assets	-	-	-	-
(c) (Increase) / Decrease in Investment	52.50	47.50	-	(100.00)
(d) (Increase) / Decrease in Long term loans and advances	-	-	-	-
(e) (Increase) / Decrease in Non-Current Assets	(111.88)	7.76	18.31	(232.22)
(f) Interest and Investment Incomes	1.90	3.28	4.40	8.92

Particulars	For the Period ended on September 30, 2024	For the Year Ended On		
		March 31, 2024	March 31, 2023	March 31, 2022
NET CASH FROM INVESTING ACTIVITIES (B)	(2,665.57)	(3,161.25)	(859.39)	(630.70)
C. CASH FLOW FROM FINANCING ACTIVITIES				
(a) Increase/(Decrease) in Long Term Borrowing	(914.79)	11.05	630.63	1,712.61
(b) Increase/(Decrease) in Short Term Borrowing	26.55	41.64	(311.12)	386.74
(c) Increase / (Decrease) in Other Non-Current Liabilities	-	-	-	(2,476.42)
(d) Interest Paid	(115.74)	(250.17)	(265.87)	(260.68)
(e) Proceeds from Share Capital & Security Premium	1,750.46	-	-	-
(f) Receipt/(Reversal) of Share Application Money	(42.85)	42.85	-	-
NET CASH FLOW IN FINANCING ACTIVITIES (C)	703.62	(154.63)	53.64	(637.76)
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	1.92	(36.70)	10.46	8.77
OPENING BALANCE – CASH & CASH EQUIVALENT	2.56	39.27	28.81	20.04
CLOSING BALANCE - CASH & CASH EQUIVALENT	4.49	2.57	39.27	28.81
	0.00	0.00	0.00	0.00

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SUMMARY DERIVED FROM OUR RESTATED CONSOLIDATED FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I	EQUITY AND LIABILITIES				
	1. Shareholders' funds				
	(a) Share Capital	I.1	1,100.02	1,100.02	1,100.02
	(b) Reserves and surplus	I.2	3,040.18	939.96	914.30
	Sub Total Shareholders Funds (A)		4,140.20	2,039.97	2,014.31
	Share Application Money Pending Allotment		42.85		
	Minority Interest				
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	3,116.29	3,179.06	2,538.60
	(b) Other Non-current Liabilities	I.4	-	-	-
	(c) Deferred Tax liability	I.5	244.45	245.22	85.70
	(d) Long-term provisions	I.6	51.07	31.92	23.14
	Sub Total Non-Current Liabilities (B)		3,411.81	3,456.21	2,647.44
	3. Current liabilities				
	(a) Short-term borrowings	I.7	747.68	706.04	1,017.16
	(b) Trade payables	I.8			
	i) Total Outstanding dues of Micro & Small Enterprises		-	-	-
	ii) Total Outstanding dues Creditors other than Micro & Small Enterprises		1,788.97	1,460.64	411.06
	(c) Other current liabilities	I.9	918.37	632.01	599.83
	(d) Short-term provisions	I.10	642.78	140.78	89.82
	Sub Total Current Liabilities (C)		4,097.81	2,939.47	2,117.87
	TOTAL (A+B+C)		11,692.67	8,435.65	6,779.63
II.	ASSETS				
	1. Non-current assets				
	(a) Property, Plant and Equipment and Intangible assets				
	(i) Property, Plant and Equipment	I.11	1,890.53	2,379.03	1,571.10
	(ii) Intangible Asset	I.11	1,181.05	1,103.41	922.57
	(iii) Intangible Asset Under Development	I.11	1,270.28	505.88	1,423.35
	(iv) Capital Work in Progress		3,049.06	900.23	655.83
	(v) Goodwill		-	-	-
	(b) Non-current investments		-	-	-
	(c) Long-term loans and advances	I.12	-	-	-
	(d) Deferred Tax Assets	I.5			
	(e) Other Non Current Assets	I.13	219.48	219.98	238.52

	Particulars	Note	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	Sub Total Non Current Assets (A)		7,610.40	5,108.54	4,811.37
	2. Current assets				
	(a) Current Investments	I.14	216.17	197.08	134.53
	(b) Inventories	I.15	10.77	7.40	4.55
	(c) Trade receivables	I.16	2,534.68	2,334.43	1,217.59
	(d) Cash and Bank Balances	I.17	38.52	99.51	67.62
	(e) Short-term loans and advances	I.18	976.29	505.75	397.30
	(f) Other Current Assets	I.19	305.86	182.94	146.66
	Sub Total Current Assets (B)		4,082.28	3,327.11	1,968.25
	TOTAL (A+B)		11,692.67	8,435.65	6,779.63

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements Appearing in Annexure IV & V respectively.

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CONSOLIDATED STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹ in Lakhs)

Particulars	Note	For the Year Ended On		
		March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	II.1	6,350.45	5,968.03	4,332.02
Other Income	II.2	7.21	8.44	11.72
Total Income (I+II)		6,357.66	5,976.47	4,343.74
Expenses:				
(a) Cost of services		-	-	-
(b) Purchases of stock-in-trade	II.3	2,003.57	3,220.99	2,271.83
(c) Changes in inventories of finished goods and work-in- progress	II.4	(3.37)	(2.84)	(0.00)
(d) Employee benefits expense	II.5	781.58	1,123.30	771.32
(e) Finance costs	II.6	248.38	275.43	263.20
(f) Depreciation and amortisation expense	II.7	600.46	603.17	486.14
(g) Other expenses	II.8	432.58	433.83	373.20
Total expenses		4,063.21	5,653.87	4,165.69
Profit /(Loss) before tax and Exceptional Items (III-IV)		2,294.46	322.60	178.05
Exceptional Items		-	-	-
Profit /(Loss) before tax (V-VI)		2,294.46	322.60	178.05
Tax expense:				
(a) Current tax expense		636.81	137.41	87.96
(b) Short/(Excess) provision of tax for earlier years		-	-	-
(c) Deferred tax charge/(credit)	II.9	(6.48)	159.53	86.82
		630.33	296.94	174.78
Minority Interest		10.18	(46.11)	(36.94)
		10.18	(46.11)	(36.94)
Profit after tax for the year (VII-VIII-IX)		1,653.95	71.77	40.22
Earnings per share (face value of ₹ 10/- each):	II.10			
(a) Basic (in ₹)		10.02	0.43	0.24
(b) Diluted (in ₹)		10.02	0.43	0.24

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively

CONSOLIDATED STATEMENT OF CASH FLOW, AS RESTATED

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax and Exceptional items	2,294.46	322.60	178.05
Adjustment For:			
(a) Depreciation and Amortization	600.46	603.17	486.14
(b) Finance Charges	248.38	275.43	263.20
(c) (Gain)/Loss on Sale of Investment	-	-	-
(d) Provision for Gratuity	21.75	10.29	7.95
(e) Interest & Dividend income	(4.79)	(4.47)	(9.40)
(f) Preliminary Expenses written off	-	-	-
Operating Profit before Working Capital Changes	3,160.26	1,207.02	925.95
Adjustment For :			
(b) (Increase)/Decrease in Inventories	(3.37)	(2.84)	(0.00)
(c) (Increase)/Decrease in Trade Receivables	(200.25)	(1,116.84)	(124.37)
(d) (Increase)/Decrease in Loans & Advances	(470.54)	(108.45)	92.07
(e) (Increase)/Decrease in Other Assets	(122.92)	(36.28)	252.99
(f) Increase /(Decrease) in Trade Payables	328.34	1,049.57	112.24
(g) Increase /(Decrease) in Other Liabilities	286.36	32.18	9.96
CASH GENERATED FROM OPERATIONS	2,977.89	1,024.35	1,268.84
Less : Direct Taxes paid (Net of Refund)	(137.41)	(87.96)	(84.25)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	2,840.48	936.39	1,184.59
NET CASH FROM OPERATING ACTIVITIES (A)	2,840.48	936.39	1,184.59
B. CASH FLOW FROM INVESTING ACTIVITIES			
(a) Purchase of Fixed Assets	(3,098.11)	(918.88)	(393.01)
(c) (Increase) / Decrease in Investment	(19.09)	(62.55)	115.38
(d) (Increase) / Decrease in Long term loans and advances	-	-	2.56
(e) (Increase) / Decrease in Non Current Assets	0.50	18.54	(238.52)
(f) Interest and Investment Incomes	4.79	4.47	9.40
NET CASH FROM INVESTING ACTIVITIES (B)	(3,111.91)	(958.42)	(504.19)
C. CASH FLOW FROM FINANCING ACTIVITIES			
(a) Increase/(Decrease) in Long Term Borrowing	(62.77)	640.46	1,693.14
(b) Increase/(Decrease) in Short Term Borrowing	41.64	(311.12)	386.73

Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
(c) Increase / (Decrease) in Other Non Current Liabilities	-	-	(2,476.42)
(d) Interest Paid	(248.38)	(275.43)	(263.20)
(e) Receipt from share Application Money	42.85	-	-
(f) Adjustment towards Disinvestment in Subsidiary Company	437.10	-	-
(g) Increase/(Decrease) in Minority Interest	-	-	22.20
NET CASH FLOW IN FINANCING ACTIVITIES (C)	210.43	53.92	(637.55)
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	(61.00)	31.89	42.84
OPENING BALANCE – CASH & CASH EQUIVALENT	99.51	67.62	24.78
CLOSING BALANCE - CASH & CASH EQUIVALENT	38.51	99.51	67.62
	(0.00)	(0.00)	0.00

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GENERAL INFORMATION

REGISTERED OFFICE OF OUR COMPANY

Virtual Galaxy Infotech Limited

3, Central Excise Colony,
Behind Mahatme Eye Bank, Chhatrapati Square,
Ring Road, Nagpur, Maharashtra, 440015, India.

Tel No: +91 9226531342

Email: investors@vgipl.in

Website: www.vgipl.com

CIN: U93000MH1997PLC110645

Registration Number: 110645

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 188.

REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai

Ministry of Corporate Affairs,
100, Everest, Marine Drive,
Mumbai – 400 002,
Maharashtra, India

Tel No: 022 – 2281 2627

Fax: 022 - 2281 1977

Email: roc.mumbai@mca.gov.in

Website: www.mca.gov.in

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
Sachin Purushottam Pande	Managing Director	02181154	26, LIC Colony, Khamla Road, VTC: Vivekanand Nagar, PO: Vivekanand Nagar, Sub District: Nagpur, Maharashtra –440015, India.
Avinash Narayanrao Shende	Chairman and Executive Director	02179381	Plot no 3, Ring Road, Behind Dr. Mahatme Eye Bank, Old Central Excise Colony, Nagpur, Maharashtra – 440015, India.
Asit Oberoi	Non-Executive Director	09089783	C-2301, Lodha Bellissimo, NM Joshi Marg, Apollo Mills Compound, Lower Parel-Mumbai, Jacob Circle, Mumbai, Maharashtra -400011, India.
Jaideep Narayan Pawar	Non-Executive Independent Director	07221800	1304, Aqua A, Adhiraj Gardens, Plot No 32, Sector 5 Kharghar, Raigarh, Maharashtra -410210, India.
Bhanupriya Nikhil Thakur	Non-Executive Independent Director	08276607	Shriram Nagar Tumsar, opp Rajaram lawns, VTC Tumsar, Bhandara-Maharashtra- 441912, India.
Ayush Munnalal Sharma	Non-Executive Independent Director	06628387	Varsha Apartment, Wardhaman Nagar warehouse, VTC Bagadganj, PO Bagadganj, Nagpur, Maharashtra-44008, India.

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 193.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Anjali Vinay Padhye is our Company Secretary and Compliance Officer. Her contact details are as follows:

Anjali Vinay Padhye

3, Central Excise Colony, Behind Mahatme Eye Bank,
Chhatrapati Square, Ring Road,
Nagpur, Maharashtra, 440015

Tel No: +91 9226531342
Email: investors@vgipl.in
Website: www.vgipl.com

Investor grievances

Investors may contact the Company Secretary and Compliance Officer, BRLM or the Registrar to the Issue in case of any pre-issue or post-issue related queries, grievances and for redressal of complaints including non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

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(ies) 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, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or provide the application number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. 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.

All Issue -related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

LEGAL ADVISOR TO THE ISSUE

Asha Agarwal & Associates
118, Shila Vihar, Gokulpura,
Kalwar Road, Jhotwara,
Jaipur – 302 012, Rajasthan, India
Tel No: +91 99509 33137
Email: ashaagarwalassociates@gmail.com
Contact Person: Ms. Asha Agarwal

BANKERS TO THE COMPANY

Bank of Maharashtra
16, Sirish South Ambazari Road laxmi Nagar
Nagpur-4400010.
Tel No: 0712-2249954
Email: bom153@mahabank.co.in
Website: www.bankofmaharashtra.in
Contact Person: Vishal Dhiware

BOOK RUNNING LEAD MANAGER

Smart Horizon Capital Advisors Private Limited
(Formerly Known as Shreni Capital Advisors Private Limited)
B/908, Western Edge II, Kanakia Space,
Behind Metro Mall, off Western Express Highway,
Magathane, Borivali East, Mumbai – 400066, Maharashtra, India.
Tel No: 022-28706822
Email: director@shcapl.com
Website: www.shcapl.com
Investor Grievance E-mail: investor@shcapl.com
Contact Person: Mr. Parth Shah
SEBI Registration No.: INM000013183

REGISTRAR TO THE ISSUE

Maashitla Securities Private Limited

451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura,
Delhi-110034, India

Tel No: 011-4781432

Email: ipo@maashitla.com

Website: www.maashitla.com

Investor Grievance Email Id: investor.ipo@maashitla.com

Contact Person: Mukul Agrawal

SEBI Registration Number: INR000004370

STATUTORY AUDITORS OF OUR COMPANY

RKAS and CO., Chartered Accountants

Plot No. 277, 102A Shreyas, V4 Developers, Trikoni park
Darampath, Nagpur-440010
Maharashtra.

Tel No.: 9021221300

Email: Carkas.co@gmail.com

Website: www.rkasca.com

Contact Person: CA Ashish Shahu

Membership No.: 150960

Firm Registration No.: 135727W

PEER REVIEWED AUDITORS OF OUR COMPANY

M/s. K K Mankeshwar & Co, Chartered Accountants

7, Kingsway, Nagpur, 440001
Tel No.: 712-6629948, 9822200720

Email: Audit,tam@kkmindia.com

Contact Person: Ashwin Mankeshwar

Membership Number: 046219

Firm Registration No.: 106009W

Peer Review Registration No: 013731

M/s. K K Mankeshwar & Co, Chartered Accountants hold a peer review certificate dated October 22, 2021 issued by the Institute of Chartered Accountants of India.

BANKERS TO THE ISSUE / ESCROW COLLECTION BANK, REFUND BANK AND PUBLIC ISSUE BANK

[•]

SYNDICATE MEMBER

[•]

**The Banker to the Issue, Share Escrow Agent and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the ROC.*

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited) is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

SCSBS AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

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 <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public offers using UPI mechanism is provided in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SYNDICATE SCSB BRANCHES

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

REGISTERED BROKERS

Bidders (other than RIIs) can submit ASBA Forms in the Issue using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.nseindia.com>, and on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

REGISTRAR AND SHARE TRANSFER AGENTS (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchange at <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures> and on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

This being an Issue of Equity Shares, credit rating 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.

DEBENTURE TRUSTEES

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

MONITORING AGENCY

Since our Issue size does not exceed ₹ 10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

APPRAISING ENTITY

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

FILING OF THE DRAFT RED HERRING PROSPECTUS

The Draft Red Herring Prospectus is being filed through the Neaps portal of NSE at <https://neaps.nseindia.com/NEWLISTINGCORP/> and will also be filed with NSE at the following address:

NSE Emerge

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1,
G Block Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051,
Maharashtra, India

Tel No: 022 – 2659 8100 / 8114

Website: www.nseindia.com

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

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

TYPE OF ISSUE

The present Issue is considered to be 100% Book-Building Issue.

BOOK BUILDING PROCESS

Book building, in the context of the offer, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided by our company in consultation with the Book Running Lead Manager, and will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all editions of the Regional daily newspaper, [●], (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation at least two Working Days prior to the Bid/issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective website. The Issue price shall be determined by our company in consultation with the Book Running Lead Manager, after the Bid/Issue Closing Date. For details, see “*Issue Procedure*” beginning on page 278.

All Bidders other than Anchor Investors participated through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs. In addition to this, the Retail Individual Investors may participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs or by using the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 5.00 lakhs could use the UPI Mechanism and could also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors were not permitted to participate in the Issue through the ASBA process.

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

Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue. For further details, see “*Terms of the Issue*”, “*Issue Structure*” and “*Issue Procedure*” beginning on pages 266, 274 and 278, respectively.

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

Bidders should note that, the Issue is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

UNDERWRITING

This Issue is [●] % Underwritten by Smart Horizon Capital Advisors Private Limited (*Formerly known as Shreni Capital Advisors Private Limited*) in the capacity of Underwriter to the Issue. 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 offered through this Issue:

Details of the Underwriter	No. of Equity Shares Underwritten*	Amount Underwritten (₹ in Lakhs)	% of total Issue size underwritten
Smart Horizon Capital Advisors Private Limited <i>(Formerly Known as Shreni Capital Advisors Private Limited)</i> B/908, Western Edge II, Kanakia Space, Behind Metro Mall, off Western Express Highway, Magathane, Borivali East, Mumbai – 400066, Maharashtra, India. Tel No: 022-28706822 Email: director@shcapl.com Website: www.shcapl.com Investor Grievance mail: investor@shcapl.com Contact Person: Mr. Parth Shah SEBI Registration No.: INM000013183	Up to 66,60,000*	[●]	[●]
Total	Up to 66,60,000 *	[●]	[●]

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

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

CHANGES IN AUDITORS

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

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

EXPERTS TO THE ISSUE

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

Our Company has received written consent from Peer Reviewed Auditor namely, M/s. K K Mankeshwar & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Standalone Financial Statements for the period ending on September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 and Restated Consolidated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022 dated October 23, 2024 and the Statement of Possible Tax Benefits dated October 23, 2024 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

MARKET MAKER

[•]

DETAILS OF THE MARKET MAKING AGREEMENT

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

[•], registered with NSE will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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

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

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. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of NSE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to Offer 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. Based on the IPO price of ₹ [•]/- per share the minimum application lot size is [•] Equity Shares thus minimum depth of the quote shall be [•] until the same, would be revised by NSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As

soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
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, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
12. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
13. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
14. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) 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. Further, the Company reserve the right to appoint other Market Maker(s) 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 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
15. **Risk containment measures and monitoring for Market Maker:** NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
16. **Punitive Action in case of default by Market Maker:** NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. 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.
17. **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.

18. The following spread will be applicable on the NSE Emerge:

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

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

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

20. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ NSE Emerge from time to time.
21. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus and after giving effect to this Issue, is set forth below:

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price ⁽²⁾
A.	Authorized Share Capital		
	2,50,00,000 Equity Shares of face value of ₹10/- each	2,500.00	-
B.	Issued, Subscribed and Paid-Up Equity Capital before the Issue		
	1,82,98,635 Equity Shares of face value of ₹10/- each	1,829.86	-
C.	Present Issue in Terms of this Draft Red Herring Prospectus		
	Fresh Issue of up to 66,60,000 Equity Shares of face value of ₹10/- each aggregating up to ₹ [●] Lakhs ⁽¹⁾	[●]	[●]
	Which Includes:		
	Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	Of which:		
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	[●]	[●]
D.	Issued, Subscribed and Paid-up Equity Capital after the Issue		
	Up to [●] Equity Shares of face value of ₹10/- each	[●]	-
E.	Securities Premium Account		
	Before the Issue ⁽³⁾		1,630.57
	After the Issue		[●]

(1) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on September 13, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on September 14, 2024.

(2) To be finalized upon determination of the Issue Price.

(3) Securities Premium before the issue as on September 30, 2024.

CLASS OF SHARES

As on the date of Draft Red Herring Prospectus, 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 has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

a) The initial authorized share capital of ₹ 2.00 Lakhs divided into 20,000 Equity Shares of ₹10/- each.

- b) The authorized share capital was further increased from ₹ 2.00 Lakhs divided into 20,000 Equity Shares of ₹10/- each to ₹100.00 Lakhs divided into 10,00,000 Equity Shares of ₹10/- each vide Shareholders' resolution dated March 23, 2009.
- c) The authorized share capital was further increased from ₹ 100.00 Lakhs divided into 10,00,000 Equity Shares of ₹10/- each to ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each vide shareholders' resolution dated March 25, 2010.
- d) The authorized share capital was further increased from ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each to ₹1,000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹10/- each vide shareholders' resolution dated March 15, 2013.
- e) The authorized share capital was further increased from ₹ 1,000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹10/- each to ₹1,500.00 Lakhs divided into 1,50,00,000 Equity Shares of ₹10/- each vide shareholders' resolution dated July 01, 2014.
- f) The authorized share capital was further increased from ₹ 1,500.00 Lakhs divided into 1,50,00,000 Equity Shares of ₹10/- each to ₹2,500.00 Lakhs divided into 2,50,00,000 Equity Shares of ₹10/- each vide shareholders' resolution dated March 18, 2024.

2. Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)
Upon Incorporation	2,000	10/-	10/-	Cash	Subscription to MOA ⁽ⁱ⁾	2,000	20,000
October 25, 2000*	8,800	10/-	10/-	Cash	Further Issue ⁽ⁱⁱ⁾	10,800	1,08,000
April 20, 2001*	9,200	10/-	10/-	Cash	Further Issue ⁽ⁱⁱⁱ⁾	20,000	2,00,000
March 31, 2010	3,80,000	10/-	Nil	Other than Cash	Bonus Issue ^(iv)	4,00,000	40,00,000
March 31, 2010	12,40,000	10/-	10/-	Cash	Further Issue ^(v)	16,40,000	1,64,00,000
March 27, 2013	38,60,080	10/-	10/-	Cash	Further Issue ^(vi)	55,00,080	5,50,00,80
August 18, 2014	55,00,080	10/-	Nil	Other than Cash	Bonus Issue ^(vii)	1,10,00,160	11,00,01,600
May 04, 2024	3,54,254	10/-	146/-	Cash	Preferential Issue ^(viii)	1,13,54,414	11,35,44,140
May 27, 2024	7,03,383	10/-	146/-	Cash	Preferential Issue ^(ix)	1,20,57,797	12,05,77,970
June 03, 2024	1,41,308	10/-	146/-	Cash	Preferential Issue ^(x)	1,21,99,105	12,19,91,050
June 19, 2024	60,99,530	10/-	Nil	Other than Cash	Bonus Issue ^(xi)	1,82,98,635	18,29,86,350

* Form 2 for the allotments is not available. We have placed reliance on the disclosures made in the financial statements and statutory registers, to ascertain the details of the issue of Equity Shares, the nature of allotment and the nature of consideration since the forms are not available in the records of the RoC, as certified by M/s. More daliya & Associates, Practising Company Secretary, vide their certificate dated August 16, 2024. For further information, please refer to risk factor "Risk Factors -Our Company was incorporated in the year 1997 and certain documents filed by us with the RoC are not traceable. While we have conducted a search with RoC, in respect of the availability of certain forms and other records, we cannot assure you that these forms or records will be available at all or any time in the future." on page 85.

(i) Initial Subscribers to the Memorandum of Association of our company:

Sr No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	10/-	Subscription to MOA	1,000
2.	Sachin Purushottam Pande	10/-	10/-		1,000
	Total				2,000

(ii) Further Issue of 8,800 Equity Shares of face value of ₹10/- each at a price of ₹10/- each:

Sr No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	10/-	Further Issue	4,400
2.	Sachin Purushottam Pande	10/-	10/-		4,400
	Total				8,800

(iii) Further Issue of 9,200 Equity Shares of face value of ₹10/- each at a price of ₹10/- each:

Sr No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	10/-	Further Issue	4,600
2.	Sachin Purushottam Pande	10/-	10/-		4,600
	Total				9,200

(iv) Bonus Issue of 3,80,000 Equity Shares of face value of ₹10/- each in the ratio of 19:1 i.e., 19 Bonus equity shares for 1 Equity Shares held:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	Nil	Bonus Issue in the ratio of 19:1	1,90,000
2.	Sachin Purushottam Pande	10/-	Nil		1,90,000
	Total				3,80,000

(v) Further Issue of 12,40,000 Equity Shares of face value of ₹10/- each at a price of ₹10/- each:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	10/-	Further Issue	5,60,000
2.	Sachin Purushottam Pande	10/-	10/-		5,10,000
3.	Shilpa Avinash Shende	10/-	10/-		85,000
4.	Sampada Sachin Pande	10/-	10/-		85,000
	Total				12,40,000

(vi) Further Issue of 38,60,080 Equity Shares of face value of ₹10/- each:

Sr No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	10/-	Further Issue	17,90,000
2.	Sachin Purushottam Pande	10/-	10/-		18,40,000
3.	Shilpa Avinash Shende	10/-	10/-		1,15,000
4.	Sampada Sachin Pande	10/-	10/-		1,15,000
5.	Sharad Shangarpawar	10/-	10/-		10
6.	Rajiv Madhukar Patrikar jointly with Anagha Rajiv Patrikar	10/-	10/-		10
7.	Shital Arya	10/-	10/-		10
8.	Chandrakant Arya	10/-	10/-		10
9.	Shruti Deshpande	10/-	10/-		10
10.	Farah Taraporwalla	10/-	10/-		10

Sr No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
11.	Homi Taraporwalla	10/-	10/-		10
12.	Kaizad Taraporwalla	10/-	10/-		10
	Total				38,60,080

(vii) Bonus Issue of 55,00,080 Equity Shares of face value of ₹10/- each in the ratio of 1:1 i.e., 1 Bonus equity shares for 1 Equity Shares held:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Avinash Narayanrao Shende	10/-	Nil	Bonus Issue in the ratio of 1:1	25,50,000
2.	Sachin Purushottam Pande	10/-	Nil		25,50,000
3.	Shilpa Avinash Shende	10/-	Nil		2,00,000
4.	Sampada Sachin Pande	10/-	Nil		2,00,000
5.	Sharad Shangarpawar	10/-	Nil		10
6.	Rajiv Madhukar Patrikar ⁽¹⁾	10/-	Nil		10
7.	Shital Aarya ⁽²⁾	10/-	Nil		10
8.	Chandrakant Aarya ⁽³⁾	10/-	Nil		10
9.	Shruti Deshpande ⁽⁴⁾	10/-	Nil		10
10.	Farah Taraporwala ⁽⁵⁾	10/-	Nil		10
11.	Homi Taraporwala ⁽⁶⁾	10/-	Nil		10
12.	Kaizad Taraporwala ⁽⁷⁾	10/-	Nil		10
	Total				55,00,080

(1) Jointly with Anagha Rajiv Patrikar, Vijay Menon and Vijay Menon HUF.

(2) Jointly with Sunita Ithape and Shashwat Dilip Singh.

(3) Jointly with Anil Jain HUF and Yashwant Ambatkar.

(4) Jointly with Premlata Sudhir Baheti and Ajay B Jajoo.

(5) Jointly with Sheikh Sohauddin and Pranjal Ravi Sharma.

(6) Jointly with Jimmy Taraporewala and Yasmin Taraporewala.

(7) Jointly with Jeo Paul, Rajesh Dubey and Chandiram Parasram.

(viii) Preferential Issue of 3,54,254 Equity Shares of face value of ₹10/- each, including premium of ₹136/- each, aggregating to a price of ₹146/- each per share:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Daulal Pahladdas Purohit	10/-	146/-	Preferential Issue	6,849
2.	Aarti Mukesh Parwani	10/-	146/-		3,424
3.	Jaidev Punjabi	10/-	146/-		3,424
4.	M/s. Manak Chand Jain HUF	10/-	146/-		6,849
5.	Bijal B Bakhai	10/-	146/-		6,849
6.	Rajendraprasad Ramlout Tiwari	10/-	146/-		6,849
7.	Gautam Kishore	10/-	146/-		6,849
8.	Gauri Shashank Pahade	10/-	146/-		6,849
9.	Mahesh Ramswaroop Daliya	10/-	146/-		6,849
10.	Tushar Gopalkrishna Agarwal jointly with Reena Tushar Agarwal	10/-	146/-		6,849
11.	Ravi Bhushan Singh	10/-	146/-		6,849
12.	Isha Varun Shah Kejriwal	10/-	146/-		6,849
13.	Seema Noshir Khambatta	10/-	146/-		6,849
14.	Sunil Kantilal Shah	10/-	146/-		6,849
15.	Madhushree Kejriwal jointly with Arun Ratanlal Kejriwal	10/-	146/-		6,849
16.	Arun Ratanlal Kejriwal jointly with Madhushree Kejriwal	10/-	146/-		6,849
17.	M/s. Yash Management and Satellite Limited	10/-	146/-		34,246
18.	Heeradevi Rajendra Tiwari	10/-	146/-		6,849
19.	Ravi Gulabchand Surana	10/-	146/-		4,794

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
20.	Supriya Suhane	10/-	146/-		4,794
21.	Vaibhav Omprakash Toshniwal	10/-	146/-		4,794
22.	Abhishek Rao	10/-	146/-		8,219
23.	Saroj Solanki jointly with Pankaj Solanki	10/-	146/-		7,010
24.	Rahul Pramodkumar Jejani	10/-	146/-		8,219
25.	Gunjan Bhure	10/-	146/-		767
26.	Abhay Sharad Ghodkhande	10/-	146/-		3,424
27.	Milinkumar Vinayakrao Sarode	10/-	146/-		767
28.	Kiran Kishore Gulhane	10/-	146/-		767
29.	Bijal Mehul Modi	10/-	146/-		6,849
30.	Arti Shailesh Kulkarni	10/-	146/-		821
31.	Deepali Alpesh Shah	10/-	146/-		3,424
32.	Aditya Girish Vyas	10/-	146/-		1,712
33.	Puja Prashant Mehta	10/-	146/-		3,424
34.	Saumitra Avinash Deshmukh	10/-	146/-		6,136
35.	Jayesh Prabhakar Mahajan	10/-	146/-		767
36.	Sandhya Arun Khandekar	10/-	146/-		767
37.	Mindscope Advisors LLP	10/-	146/-		17,123
38.	Sandeep Singh	10/-	146/-		1,02,739
39.	Vinod Bhalchandra Mairal	10/-	146/-		767
40.	Ninad Vinod Mairal	10/-	146/-		1,027
41.	Rashmi Amol Chande	10/-	146/-		6,849
42.	Premlata Sudhir Baheti	10/-	146/-		6,164
43.	Mayura Khan Vilkar	10/-	146/-		767
44.	Vijay Mani Menon	10/-	146/-		7,534
	Total				3,54,254

(ix) Preferential Issue of 7,03,383 Equity Shares of face value of ₹10/- each including premium of ₹136/- each, aggregating to a price of ₹146/- each per share:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	M/s. Nova Global Opportunities Fund PCC Touchstone	10/-	146/-		1,25,342
2.	Diwakar Bhagwati Gandhi	10/-	146/-		90,548
3.	M/s. Indiaemerging Infrastructure Private Limited	10/-	146/-		70,000
4.	Sanjay Somani jointly with Shruti Somani	10/-	146/-		34,247
5.	Annapurna Sridhar jointly with Sridhar Subasri	10/-	146/-		28,000
6.	Jyoti Ketan Vakharia	10/-	146/-		28,000
7.	Sajid Umedali Dhrolia	10/-	146/-		24,657
8.	Neha Amit Bagadia	10/-	146/-	Preferential Issue	20,548
9.	Abhishek Rameshkumar More	10/-	146/-		16,668
10.	Divakar Chandran	10/-	146/-		16,668
11.	Mohit Vinodkumar Agrawal	10/-	146/-		16,668
12.	Jayaraman Vishwanathan	10/-	146/-		16,668
13.	Rajesh Chandrakant Vaishnav	10/-	146/-		16,668
14.	M/s. Novamod Trading Company Private Limited	10/-	146/-		14,000
15.	M/s. Rohan Vinay Pai HUF	10/-	146/-		14,000
16.	Malik Amirbhai Charaniya	10/-	146/-		13,698
17.	Abhay Oberoi	10/-	146/-		10,958
18.	Asit Oberoi jointly with Divya Oberoi	10/-	146/-		10,958

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
19.	Mohit Yakub Gunja jointly with Oomaima Mohit Gunja	10/-	146/-		10,958
20.	Manoj Shiv Laungani	10/-	146/-		10,273
21.	Devanathan Govindarajan	10/-	146/-		10,004
22.	Shashank Mishra	10/-	146/-		10,004
23.	Mangina S Rao	10/-	146/-		10,004
24.	Atul Kantilal Shah	10/-	146/-		6,668
25.	Darshan Gangolli jointly with Shalaka Gangolli	10/-	146/-		6,668
26.	Nikhil Shankar Devar	10/-	146/-		6,668
27.	Vinit Bipin Shah	10/-	146/-		6,668
28.	Bhavna Gothi	10/-	146/-		3,424
29.	Aditya Ranglal Singhania	10/-	146/-		3,336
30.	Krishnakumar Ratankumar Mohta	10/-	146/-		3,336
31.	Rahul Hemantkumar Mehta	10/-	146/-		3,336
32.	Rajat Rajeev Bajaj	10/-	146/-		3,336
33.	Manish Shankarlal Rathi	10/-	146/-		3,336
34.	Abhishek Narbaria	10/-	146/-		3,334
35.	Devanshi Sodhani	10/-	146/-		3,334
36.	Pranav Navinchandra Doctor jointly with Binita Pranav Doctor	10/-	146/-		3,334
37.	Umesh Kumar Sahay	10/-	146/-		3,334
38.	Amit Sarveshwar Mamgain	10/-	146/-		3,334
39.	Aakash Haresh Savlani	10/-	146/-		2,668
40.	Mayur Prakash Kardile	10/-	146/-		2,668
41.	Pooja Aakash Savlani	10/-	146/-		2,668
42.	Suyash Pravin Badjate	10/-	146/-		2,668
43.	Kunal Deepak Agashe	10/-	146/-		2,668
44.	Shalini Ashok Chawla	10/-	146/-		2,054
45.	M/s. Deepak Agashe HUF	10/-	146/-		1,334
46.	Laddha Nikhil Rameshkumar	10/-	146/-		1,334
47.	Vaibhav Kale	10/-	146/-		1,000
48.	Sanjay Eknath Bhosale	10/-	146/-		668
49.	Swapnil Baitule	10/-	146/-		668
	Total				7,03,383

(x) Preferential Issue of 1,41,308 Equity Shares of face value of ₹10/- each including premium of ₹136/- each, aggregating to a price of ₹146/- each per share:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Ravi Nathan Iyer	10/-	146/-		10,004
2.	Bhargav Anilkumar Patel	10/-	146/-		5,479
3.	Dsouza Brian	10/-	146/-		6,668
4.	Prateek Ajay Chordia	10/-	146/-		10,020
5.	Abhitan Mukeshbhai Mehta	10/-	146/-		2,672
6.	Bhavika Ramesh Aggarwal	10/-	146/-		3,340
7.	Yash Abhay Chordia	10/-	146/-		10,273
8.	Sourabh Zamsingh Pardhi	10/-	146/-	Preferential Issue	2,672
9.	Abhay Shankarlal Kankariya	10/-	146/-		6,680
10.	Neelam Jain	10/-	146/-		6,680
11.	Ajinkya Ulhas Dhumal	10/-	146/-		3,340
12.	Shantanoo Vishwanath Rane	10/-	146/-		10,688
13.	Divay Jain	10/-	146/-		3,340
14.	Shamit Gaurav Mali	10/-	146/-		3,340
15.	Nitin Jain	10/-	146/-		3,340
16.	Hukum Parasmal Parakh	10/-	146/-		4,676

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
17.	Pritam Prakashchand Bora	10/-	146/-		6,012
18.	Ansh Srenik Parekh	10/-	146/-		3,340
19.	Ragini Rajnikant Deshmukh	10/-	146/-		2,672
20.	Manish Kumar Jain	10/-	146/-		3,340
21.	Manisha Mahavir Parakh	10/-	146/-		12,692
22.	Ruhi Abhinandan Bhansali	10/-	146/-		20,040
	Total				1,41,308

(xi) Bonus Issue of 60,99,530 Equity Shares of face value of ₹10/- each in the ratio of 1:2 i.e., 1 Bonus equity shares for 2 Equity Shares held:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No. of Equity Shares
1.	Avinash Narayanrao Shende	10/-	Nil	Bonus Issue in the ratio of 1:2	24,81,899
2.	Sachin Purushottam Pande	10/-	Nil		24,81,899
3.	Shilpa Avinash Shende	10/-	Nil		2,00,040
4.	Sampada Sachin Pande	10/-	Nil		2,00,040
5.	Daulal Prahladdas Purohit	10/-	Nil		3,424
6.	Aarti Mukesh Parwani	10/-	Nil		1,712
7.	Jaidev Punjabi	10/-	Nil		1,712
8.	Manak Chand Jain HUF	10/-	Nil		3,424
9.	Bijal B Bakhai	10/-	Nil		3,424
10.	Rajendraprasad Ramlout Tiwari	10/-	Nil		3,424
11.	Gautam Kishore	10/-	Nil		3,424
12.	Gauri Shashank Pahade	10/-	Nil		3,424
13.	Mahesh Ramswaroop Daliya	10/-	Nil		3,424
14.	Tushar Gopalkrishna Agarwal jointly with Reena Tushar Agarwal	10/-	Nil		3,424
15.	Ravi Bhushan Singh	10/-	Nil		3,424
16.	Isha Varun Shah Kejriwal	10/-	Nil		3,424
17.	Seema Noshir Khambatta	10/-	Nil		3,424
18.	Sunil Kantilal Shah	10/-	Nil		3,424
19.	Madhushree Kejriwal jointly with Arun Ratanlal Kejriwal	10/-	Nil		3,424
20.	Arun Ratanlal Kejriwal jointly with Madhushree Kejriwal	10/-	Nil		3,424
21.	M/s. Yash Management and Satellite Limited	10/-	Nil		17,123
22.	Heeradevi Rajendra Tiwari	10/-	Nil		3,424
23.	Ravi Gulabchand Surana	10/-	Nil		5,924
24.	Supriya Suhane	10/-	Nil		2,397
25.	Vaibhav Omprakash Toshniwal	10/-	Nil		4,212
26.	Abhishek Rao	10/-	Nil		4,109
27.	Saroj Solanki jointly with Pankaj Solanki	10/-	Nil		3,505
28.	Rahul Pramodkumar Jejani	10/-	Nil		4,109
29.	Gunjan Bhure	10/-	Nil		383
30.	Abhay Sharad Ghodkhande	10/-	Nil		1,712
31.	Milindkumar Vinayakrao Sarode	10/-	Nil		383
32.	Kiran Kishore Gulhane	10/-	Nil		383
33.	Bijal Mehul Modi	10/-	Nil		3,424
34.	Arti Shailesh Kulkarni	10/-	Nil		410
35.	Deepali Alpesh Shah	10/-	Nil		1,712
36.	Aditya Girish Vyas	10/-	Nil		856
37.	Puja Prashant Mehta	10/-	Nil		1,712
38.	Saumitra Avinash Deshmukh	10/-	Nil		3,068
39.	Jayesh Prabhakar Mahajan	10/-	Nil		383

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No. of Equity Shares
40.	Sandhya Arun Khandekar	10/-	Nil		383
41.	M/s. Mindscope Advisors LLP	10/-	Nil		18,835
42.	Sandeep Singh	10/-	Nil		51,369
43.	Vinod Bhalchandra Mairal	10/-	Nil		383
44.	Ninad Vinod Mairal	10/-	Nil		513
45.	Rashmi Amol Chande	10/-	Nil		3,424
46.	Premlata Sudhir Baheti	10/-	Nil		4,109
47.	Mayura Khan Vilkar	10/-	Nil		383
48.	Vijay Mani Menon	10/-	Nil		24,314
49.	M/s. Nova Global Opportunities Fund PCC Touchstone	10/-	Nil		62,671
50.	Diwakar Bhagwati Gandhi	10/-	Nil		45,274
51.	M/s. Indiaemerging Infrastructure Private Limited	10/-	Nil		35,000
52.	Sanjay Somani jointly with Shruti Somani	10/-	Nil		17,123
53.	Annapurna Sridhar jointly with Sridhar Subasri	10/-	Nil		14,000
54.	Jyoti Ketan Vakharia	10/-	Nil		14,000
55.	Sajid Umedali Dhrolia	10/-	Nil		12,328
56.	Neha Amit Bagadia	10/-	Nil		10,274
57.	Abhishek Rameshkumar More	10/-	Nil		8,334
58.	Divakar Chandran	10/-	Nil		8,334
59.	Mohit Vinodkumar Agrawal	10/-	Nil		8,334
60.	Jayaraman Vishwanathan	10/-	Nil		8,334
61.	Rajesh Chandrakant Vaishnav	10/-	Nil		8,334
62.	M/s. Novamod Trading Company Private Limited	10/-	Nil		7,000
63.	Rohan Vinay Pai HUF	10/-	Nil		7,000
64.	Malik Amirbhai Charaniya	10/-	Nil		6,849
65.	Abhay Oberoi	10/-	Nil		5,479
66.	Asit Oberoi jointly with Divya Oberoi	10/-	Nil		5,479
67.	Mohit Yakub Gunja jointly with Oomaima Mohit Gunja	10/-	Nil		5,479
68.	Manoj Shiv Laungani	10/-	Nil		5,136
69.	Devanathan Govindarajan	10/-	Nil		5,002
70.	Shashank Mishra	10/-	Nil		5,002
71.	Mangina S Rao	10/-	Nil		5,002
72.	Atul Kantilal Shah	10/-	Nil		3,334
73.	Darshan Gangolli jointly with Shalaka Gangolli	10/-	Nil		3,334
74.	Nikhil Shankar Devar	10/-	Nil		3,334
75.	Vinit Bipin Shah	10/-	Nil		3,334
76.	Bhavna Gothi	10/-	Nil		1,712
77.	Aditya Ranglal Singhanian	10/-	Nil		1,668
78.	Krishnakumar Ratankumar Mohta	10/-	Nil		1,668
79.	Rahul Hemantkumar Mehta	10/-	Nil		1,668
80.	Rajat Rajeev Bajaj	10/-	Nil		1,668
81.	Manish Shankarlal Rathi	10/-	Nil		1,668
82.	Abhishek Narbaria	10/-	Nil		1,667
83.	Devanshi Sodhani	10/-	Nil		1,667
84.	Pranav Navinchandra Doctor jointly with Binita Pranav Doctor	10/-	Nil		1,667
85.	Umesh Kumar Sahay	10/-	Nil		1,667
86.	Amit Sarveshwar Mangain	10/-	Nil		1,667
87.	Aakash Hareish Savlani	10/-	Nil		1,334

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No. of Equity Shares
88.	Mayur Prakash Kardile	10/-	Nil		1,334
89.	Pooja Aakash Savlani	10/-	Nil		1,334
90.	Suyash Pravin Badjate	10/-	Nil		1,334
91.	Kunal Deepak Agashe	10/-	Nil		1,334
92.	Shalini Ashok Chawla	10/-	Nil		1,027
93.	Deepak Agashe HUF	10/-	Nil		667
94.	Laddha Nikhil Rameshkumar	10/-	Nil		667
95.	Vaibhav Kale	10/-	Nil		500
96.	Sanjay Eknath Bhosale	10/-	Nil		334
97.	Swapnil Baitule	10/-	Nil		334
98.	Ravi Nathan Iyer	10/-	Nil		5,002
99.	Bhargav Anilkumar Patel	10/-	Nil		2,739
100.	Dsouza Brian	10/-	Nil		3,334
101.	Prateek Ajay Chordia	10/-	Nil		5,010
102.	Abhitan Mukeshbhai Mehta	10/-	Nil		1,336
103.	Bhavika Ramesh Aggarwal	10/-	Nil		1,670
104.	Yash Abhay Chordia	10/-	Nil		5,136
105.	Sourabh Zamsingh Pardhi	10/-	Nil		1,336
106.	Abhay Shankarlal Kankariya	10/-	Nil		3,340
107.	Neelam Jain	10/-	Nil		3,340
108.	Ajinkya Ulhas Dhumal	10/-	Nil		1,670
109.	Shantanoo Vishwanath Rane	10/-	Nil		5,344
110.	Divay Jain	10/-	Nil		1,670
111.	Shamit Gaurav Mali	10/-	Nil		1,670
112.	Nitin Jain	10/-	Nil		1,670
113.	Hukum Parasmal Parakh	10/-	Nil		2,338
114.	Pritam Prakashchand Bora	10/-	Nil		3,006
115.	Ansh Srenik Parekh	10/-	Nil		1,670
116.	Ragini Rajnikant Deshmukh	10/-	Nil		1,336
117.	Manish Kumar Jain	10/-	Nil		1,670
118.	Manisha Mahavir Parakh	10/-	Nil		6,346
119.	Ruhi Abhinandan Bhansali	10/-	Nil		10,020
120.	Chetan Shankar Dhore	10/-	Nil		684
121.	Sachin Sudhakar Deshpande	10/-	Nil		684
122.	Shriram Gangadhar Purohit	10/-	Nil		856
123.	Anurag Digamber Sonule	10/-	Nil		2,397
124.	Sheikh Sohailuddin Rahim	10/-	Nil		500
125.	Akanchha Agrawal	10/-	Nil		1,712
126.	Pranay Jhavar	10/-	Nil		1,815
127.	Kirti Govind Biyani	10/-	Nil		500
128.	Siddarth Murali Konthath	10/-	Nil		5,000
129.	Rachita Rajiv Patrikar	10/-	Nil		1,027
130.	Anagha Rajiv Patrikar	10/-	Nil		1,027
131.	Sunayana Aditya Kawadkar	10/-	Nil		3,924
132.	Rajiv Madhukar Patrikar Jointly with Anagha Rajiv Patrikar	10/-	Nil		1,027
133.	Mohit Dhakulkar	10/-	Nil		3,424
134.	Sneha Subhashchand Lalwani	10/-	Nil		500
135.	Devender Agarwal	10/-	Nil		1,712
136.	Sameer Pramod Salpekar	10/-	Nil		856
137.	Arun Narayanrao Kawadkar	10/-	Nil		3,424
138.	Satosh Madhusudan Kothari	10/-	Nil		500
139.	Pankaj Rathi	10/-	Nil		2,500
140.	Girish Kumar Singh	10/-	Nil		1,369
141.	Seema Ramesh Wardhane	10/-	Nil		3,424
142.	Vivek Surendra Lal	10/-	Nil		2,054
143.	M/s. Shripal V Vora HUF	10/-	Nil		50,000

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No. of Equity Shares
144.	Namita Hukum Parakh	10/-	Nil		5,010
145.	Pallavi Mahendra Khante	10/-	Nil		2,054
146.	Dinesh Kumar	10/-	Nil		1,027
	Total				60,99,530

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
March 31, 2010	3,80,000	10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Avinash Narayanrao Shende	1,90,000
						Sachin Purushottam Pande	1,90,000
August 18, 2014	55,00,080	10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Avinash Narayanrao Shende	25,50,000
						Sachin Purushottam Pande	25,50,000
						Shilpa Avinash Shende	2,00,000
						Sampada Sachin Pande	2,00,000
						Sharad Shangarpawar	10
						Rajiv Madhukar Patrikar ⁽¹⁾	10
						Shital Arya ⁽²⁾	10
						Chandrakant Arya ⁽³⁾	10
						Shruti Deshpande ⁽⁴⁾	10
						Farah Taraporwala ⁽⁵⁾	10
						Homi Taraporwala ⁽⁶⁾	10
Kaizad Taraporwala ⁽⁷⁾	10						
June 19, 2024	60,99,530	10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Avinash Narayanrao Shende	24,81,899
						Sachin Purushottam Pande	24,81,899
						Shilpa Avinash Shende	2,00,040
						Sampada Sachin Pande	2,00,040
						Daulal Prahladdas Purohit	3,424
						Aarti Mukesh Parwani	1,712
						Jaidev Punjabi	1,712
						M/s. Manak Chand Jain HUF	3,424
						Bijal B Bakhai	3,424
						Rajendraprasad Ramlout Tiwari	3,424
						Gautam Kishore	3,424
						Gauri Shashank Pahade	3,424
						Mahesh Ramswaroop Daliya	3,424
						Tushar Gopalkrishna Agarwal jointly with Reena Tushar Agarwal	3,424
						Ravi Bhushan Singh	3,424
						Isha Varun Shah Kejriwal	3,424
Seema Noshir Khambatta	3,424						
Sunil Kantilal Shah	3,424						

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Madhushree Kejriwal jointly with Arun Ratanlal Kejriwal	3,424
						Arun Ratanlal Kejriwal jointly with Madhushree Kejriwal	3,424
						M/s. Yash Management and Satellite Limited	17,123
						Heeradevi Rajendra Tiwari	3,424
						Ravi Gulabchand Surana	5,924
						Supriya Suhane	2,397
						Vaibhav Omprakash Toshniwal	4,212
						Abhishek Rao	4,109
						Saroj Solanki jointly with Pankaj Solanki	3,505
						Rahul Pramodkumar Jejani	4,109
						Gunjan Bhure	383
						Abhay Sharad Ghodkhande	1,712
						Milindkumar Vinayakrao Sarode	383
						Kiran Kishore Gulhane	383
						Bijal Mebul Modi	3,424
						Arti Shailesh Kulkarni	410
						Deepali Alpesh Shah	1,712
						Aditya Girish Vyas	856
						Puja Prashant Mehta	1,712
						Saumitra Avinash Deshmukh	3,068
						Jayesh Prabhakar Mahajan	383
						Sandhya Arun Khandekar	383
						M/s. Mindscope Advisors LLP	18,835
						Sandeep Singh	51,369
						Vinod Bhalchandra Mairal	383
						Ninad Vinod Mairal	513
						Rashmi Amol Chande	3,424
						Premlata Sudhir Baheti	4,109
						Mayura Khan Vilkar	383
						Vijay Mani Menon	24,314
						M/s. Nova Global Opportunities Fund PCC Touchstone	62,671
						Diwakar Bhagwati Gandhi	45,274
						M/s. Indiaemerging Infrastructure Private Limited	35,000
						Sanjay Somani jointly with Shruti Somani	17,123

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Annapurna Sridhar jointly with Sridhar Subasri	14,000
						Jyoti Ketan Vakharia	14,000
						Sajid Umedali Dhrolia	12,328
						Neha Amit Bagadia	10,274
						Abhishek Rameshkumar More	8,334
						Divakar Chandran	8,334
						Mohit Vinodkumar Agrawal	8,334
						Jayaraman Vishwanathan	8,334
						Rajesh Chandrakant Vaishnav	8,334
						M/s. Novamod Trading Company Private Limited	7,000
						Rohan Vinay Pai HUF	7,000
						Malik Amirbhai Charaniya	6,849
						Abhay Oberoi	5,479
						Asit Oberoi jointly with Divya Oberoi	5,479
						Mohit Yakub Gunja jointly with Oomaima Mohit Gunja	5,479
						Manoj Shiv Laungani	5,136
						Devanathan Govindarajan	5,002
						Shashank Mishra	5,002
						Mangina S Rao	5,002
						Atul Kantilal Shah	3,334
						Darshan Gangolli jointly with Shalaka Gangolli	3,334
						Nikhil Shankar Devar	3,334
						Vinit Bipin Shah	3,334
						Bhavna Gothi	1,712
						Aditya Ranglal Singhania	1,668
						Krishnakumar Ratankumar Mohta	1,668
						Rahul Hemantkumar Mehta	1,668
						Rajat Rajeev Bajaj	1,668
						Manish Shankarlal Rathi	1,668
						Abhishek Narbaria	1,667
						Devanshi Sodhani	1,667
						Pranav Navinchandra jointly with Binita Pranav Doctor	1,667
						Umesh Kumar Sahay	1,667
						Amit Sarveshwar Mamgain	1,667

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Aakash Haresh Savlani	1,334
						Mayur Prakash Kardile	1,334
						Pooja Aakash Savlani	1,334
						Suyash Pravin Badjate	1,334
						Kunal Deepak Agashe	1,334
						Shalini Ashok Chawla	1,027
						M/s. Deepak Agashe HUF	667
						Laddha Nikhil Rameshkumar	667
						Vaibhav Kale	500
						Sanjay Eknath Bhosale	334
						Swapnil Baitule	334
						Ravi Nathan Iyer	5,002
						Bhargav Anilkumar Patel	2,739
						Dsouza Brian	3,334
						Prateek Ajay Chordia	5,010
						Abhitan Mukeshbhai Mehta	1,336
						Bhavika Ramesh Aggarwal	1,670
						Yash Abhay Chordia	5,136
						Sourabh Zamsingh Pardhi	1,336
						Abhay Shankarlal Kankariya	3,340
						Neelam Jain	3,340
						Ajinkya Ulhas Dhumal	1,670
						Shantanoo Vishwanath Rane	5,344
						Divay Jain	1,670
						Shamit Gaurav Mali	1,670
						Nitin Jain	1,670
						Hukum Parasmal Parakh	2,338
						Pritam Prakashchand Bora	3,006
						Ansh Srenik Parekh	1,670
						Ragini Rajnikant Deshmukh	1,336
						Manish Kumar Jain	1,670
						Manisha Mahavir Parakh	6,346
						Ruhi Abhinandan Bhansali	10,020
						Chetan Shankar Dhore	684
						Sachin Sudhakar Deshpande	684
						Shriram Gangadhar Purohit	856
						Anurag Digamber Sonule	2,397

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Sheikh Sohailuddin Rahim	500
						Akanchha Agrawal	1,712
						Pranay Jhavar	1,815
						Kirti Govind Biyani	500
						Siddarth Murali Konthath	5,000
						Rachita Rajiv Patrikar	1,027
						Anagha Rajiv Patrikar	1,027
						Sunayana Aditya Kawadkar	3,924
						Rajiv Madhukar Patrikar Jointly with Anagha Rajiv Patrikar	1,027
						Mohit Dhakulkar	3,424
						Sneha Subhashchand Lalwani	500
						Devender Agarwal	1,712
						Sameer Pramod Salpekar	856
						Arun Narayanrao Kawadkar	3,424
						Satosh Madhusudan Kothari	500
						Pankaj Rathi	2,500
						Girish Kumar Singh	1,369
						Seema Ramesh Wardhane	3,424
						Vivek Surendra Lal	2,054
						M/s. Shripal V Vora HUF	50,000
						Namita Hukum Parakh	5,010
						Pallavi Mahendra Khante	2,054
						Dinesh Kumar	1,027
Total							60,99,530

(1) Jointly with Anagha Rajiv Patrikar, Vijay Menon and Vijay Menon HUF.

(2) Jointly with Sunita Ithape and Shashwat Dilip Singh.

(3) Jointly with Anil Jain HUF and Yashwant Ambatkar.

(4) Jointly with Premlata Sudhir Baheti and Ajay B Jajoo.

(5) Jointly with Sheikh Sohabuddin and Pranjal Ravi Sharma.

(6) Jointly with Jimmy Taraporewala and Yasmin Taraporewala.

(7) Jointly with Jeo Paul, Rajesh Dubey and Chandiram Parasram.

- 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.
- Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
- We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
- Except as disclosed below, we have not issued any Equity Shares at price that may be below Issue price within last one year from the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
June 19, 2024	60,99,530	10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Avinash Narayanrao Shende	24,81,899
						Sachin Purushottam Pande	24,81,899
						Shilpa Avinash Shende	2,00,040
						Sampada Sachin Pande	2,00,040
						Daulal Prahladdas Purohit	3,424
						Aarti Mukesh Parwani	1,712
						Jaidev Punjabi	1,712
						M/s. Manak Chand Jain HUF	3,424
						Bijal B Bakhai	3,424
						Rajendraprasad Ramlout Tiwari	3,424
						Gautam Kishore	3,424
						Gauri Shashank Pahade	3,424
						Mahesh Ramswaroop Daliya	3,424
						Tushar Gopalkrishna Agarwal jointly with Reena Tushar Agarwal	3,424
						Ravi Bhushan Singh	3,424
						Isha Varun Shah Kejriwal	3,424
						Seema Noshir Khambatta	3,424
						Sunil Kantilal Shah	3,424
						Madhushree Kejriwal jointly with Arun Ratanlal Kejriwal	3,424
						Arun Ratanlal Kejriwal jointly with Madhushree Kejriwal	3,424
						M/s. Yash Management and Satellite Limited	17,123
						Heeradevi Rajendra Tiwari	3,424
						Ravi Gulabchand Surana	5,924
						Supriya Suhane	2,397
						Vaibhav Omprakash Toshniwal	4,212
						Abhishek Rao	4,109
						Saroj Solanki jointly with Pankaj Solanki	3,505
						Rahul Pramodkumar Jejani	4,109
						Gunjan Bhure	383

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Abhay Sharad Ghodkhande	1,712
						Milindkumar Vinayakrao Sarode	383
						Kiran Kishore Gulhane	383
						Bijal Mehul Modi	3,424
						Arti Shailesh Kulkarni	410
						Deepali Alpesh Shah	1,712
						Aditya Girish Vyas	856
						Puja Prashant Mehta	1,712
						Saumitra Avinash Deshmukh	3,068
						Jayesh Prabhakar Mahajan	383
						Sandhya Arun Khandekar	383
						M/s. Mindscope Advisors LLP	18,835
						Sandeep Singh	51,369
						Vinod Bhalchandra Mairal	383
						Ninad Vinod Mairal	513
						Rashmi Amol Chande	3,424
						Premlata Sudhir Baheti	4,109
						Mayura Khan Vilkar	383
						Vijay Mani Menon	24,314
						M/s. Nova Global Opportunities Fund PCC Touchstone	62,671
						Diwakar Bhagwati Gandhi	45,274
						M/s. Indiaemerging Infrastructure Private Limited	35,000
						Sanjay Somani jointly with Shruti Somani	17,123
						Annapurna Sridhar jointly with Sridhar Subasri	14,000
						Jyoti Ketan Vakharia	14,000
						Sajid Umedali Dhrolia	12,328
						Neha Amit Bagadia	10,274
						Abhishek Rameshkumar More	8,334
						Divakar Chandran	8,334
						Mohit Vinodkumar Agrawal	8,334
						Jayaraman Vishwanathan	8,334

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Rajesh Chandrakant Vaishnav	8,334
						M/s. Novamod Trading Company Private Limited	7,000
						M/s. Rohan Vinay Pai HUF	7,000
						Malik Amirbhai Charaniya	6,849
						Abhay Oberoi	5,479
						Asit Oberoi jointly with Divya Oberoi	5,479
						Mohit Yakub Gunja jointly with Oomaima Mohit Gunja	5,479
						Manoj Shiv Laungani	5,136
						Devanathan Govindarajan	5,002
						Shashank Mishra	5,002
						Mangina S Rao	5,002
						Atul Kantilal Shah	3,334
						Darshan Gangolli jointly with Shalaka Gangolli	3,334
						Nikhil Shankar Devar	3,334
						Vinit Bipin Shah	3,334
						Bhavna Gothi	1,712
						Aditya Ranglal Singhanian	1,668
						Krishnakumar Ratankumar Mohta	1,668
						Rahul Hemantkumar Mehta	1,668
						Rajat Rajeev Bajaj	1,668
						Manish Shankarlal Rathi	1,668
						Abhishek Narbaria	1,667
						Devanshi Sodhani	1,667
						Pranav Navinchandra Doctor jointly with Binita Pranav Doctor	1,667
						Umesh Kumar Sahay	1,667
						Amit Sarveshwar Mamgain	1,667
						Aakash Haresh Savlani	1,334
						Mayur Prakash Kardile	1,334
						Pooja Aakash Savlani	1,334
						Suyash Pravin Badjate	1,334
						Kunal Deepak Agashe	1,334
						Shalini Ashok Chawla	1,027

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						M/s. Deepak Agashe HUF	667
						Laddha Nikhil Rameshkumar	667
						Vaibhav Kale	500
						Sanjay Eknath Bhosale	334
						Swapnil Baitule	334
						Ravi Nathan Iyer	5,002
						Bhargav Anilkumar Patel	2,739
						Dsouza Brian	3,334
						Prateek Ajay Chordia	5,010
						Abhitan Mukeshbhai Mehta	1,336
						Bhavika Ramesh Aggarwal	1,670
						Yash Abhay Chordia	5,136
						Sourabh Zamsingh Pardhi	1,336
						Abhay Shankarlal Kankariya	3,340
						Neelam Jain	3,340
						Ajinkya Ulhas Dhumal	1,670
						Shantanoo Vishwanath Rane	5,344
						Divay Jain	1,670
						Shamit Gaurav Mali	1,670
						Nitin Jain	1,670
						Hukum Parasmal Parakh	2,338
						Pritam Prakashchand Bora	3,006
						Ansh Srenik Parekh	1,670
						Ragini Rajnikant Deshmukh	1,336
						Manish Kumar Jain	1,670
						Manisha Mahavir Parakh	6,346
						Ruhi Abhinandan Bhansali	10,020
						Chetan Shankar Dhore	684
						Sachin Sudhakar Deshpande	684
						Shriram Gangadhar Purohit	856
						Anurag Digamber Sonule	2,397
						Sheikh Sohailuddin Rahim	500

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Akanchha Agrawal	1,712
						Pranay Jhawar	1,815
						Kirti Govind Biyani	500
						Siddarth Murali Konthath	5,000
						Rachita Rajiv Patrikar	1,027
						Anagha Rajiv Patrikar	1,027
						Sunayana Aditya Kawadkar	3,924
						Rajiv Madhukar Patrikar Jointly with Anagha Rajiv Patrikar	1,027
						Mohit Dhakulkar	3,424
						Sneha Subhashchand Lalwani	500
						Devender Agarwal	1,712
						Sameer Pramod Salpekar	856
						Arun Narayanrao Kawadkar	3,424
						Satosh Madhusudan Kothari	500
						Pankaj Rathi	2,500
						Girish Kumar Singh	1,369
						Seema Ramesh Wardhane	3,424
						Vivek Surendra Lal	2,054
						M/s. Shripal V Vora HUF	50,000
						Namita Hukum Parakh	5,010
						Pallavi Mahendra Khante	2,054
						Dinesh Kumar	1,027
Total							60,99,530

8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class-Equity	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	Total								
A	Promoters & Promoter Group	5	1,60,94,204	-	-	1,60,94,204	87.95	1,60,94,204	-	1,60,94,204	87.95	-	87.95	-	-	-	-	1,60,94,204
B	Public	141	22,04,431	-	-	22,04,431	12.05	22,04,431	-	22,04,431	12.05	-	12.05	-	-	-	-	22,04,431
C	Non - Promoter Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	146	1,82,98,635	-	-	1,82,98,635	100.00	1,82,98,635	-	1,82,98,635	100.00	-	100.00	-	-	-	-	1,82,98,635

9. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Avinash Narayanrao Shende	74,45,698	40.69%
2.	Sachin Purushottam Pande	74,45,698	40.69%
3.	Shilpa Avinash Shende	6,00,120	3.28%
4.	Sampada Sachin Pande	6,00,120	3.28%
5.	M/s. Nova Global Opportunities Fund PCC Touchstone	1,88,013	1.03%
	Total	1,62,79,649	88.97%

10. None of the shareholders of the Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Draft Red Herring Prospectus entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.
11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Avinash Narayanrao Shende	74,45,698	40.69%
2.	Sachin Purushottam Pande	74,45,698	40.69%
3.	Shilpa Avinash Shende	6,00,120	3.28%
4.	Sampada Sachin Pande	6,00,120	3.28%
5.	M/s. Nova Global Opportunities Fund PCC Touchstone	1,88,013	1.03%
	Total	1,62,79,649	88.97%

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then pre-Issue Equity Share Capital (%)
1.	Avinash Narayanrao Shende	51,00,000	46.36
2.	Sachin Purushottam Pande	51,00,000	46.36
3.	Shilpa Avinash Shende	4,00,000	3.64
4.	Sampada Sachin Pande	4,00,000	3.64
	Total	1,10,00,000	100.00

13. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company two years prior to this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then pre-Issue Equity Share Capital (%)
1.	Avinash Narayanrao Shende	51,00,000	46.36
2.	Sachin Purushottam Pande	51,00,000	46.36
3.	Shilpa Avinash Shende	4,00,000	3.64
4.	Sampada Sachin Pande	4,00,000	3.64
	Total	1,10,00,000	100.00

14. Our Company has not made any public Issue (including any rights issue to the public) since its incorporation.
15. Our Company may alter the capital structure within a period of six (6) months from the date of opening issue of the by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights or further public issue, except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

16. Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, the Promoters of the Company, hold 1,48,91,396 Equity Shares, equivalent to 81.38% of the pre-offer issued, subscribed and paid-up Equity Share capital of the Company and none of the Equity Shares held by the Promoters are subject to any pledge.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1. Avinash Narayanrao Shende								
September 12, 1997	Subscription to MOA	Cash	1,000	1,000	10/-	10/-	0.01%	[●]%
October 25, 2000	Further Issue	Cash	4,400	5,400	10/-	10/-	0.02%	[●]%
April 20, 2001	Further Issue	Cash	4,600	10,000	10/-	10/-	0.03%	[●]%
March 31, 2010	Bonus Issue	Other than Cash	1,90,000	2,00,000	10/-	Nil	1.04%	[●]%
March 31, 2010	Further Allotment	Cash	5,60,000	7,60,000	10/-	10/-	3.06%	[●]%
March 27, 2013	Further Allotment	Cash	17,90,000	25,50,000	10/-	10/-	9.78%	[●]%
August 18, 2014	Bonus Issue	Other than Cash	25,50,000	51,00,000	10/-	Nil	13.94%	[●]%
June 15, 2024	Transfer to Vivek Surendra Lal	Cash	(4,109)	5,095,891	10/-	146/-	(0.02) %	[●]%
	Transfer to Anurag Digamber Sonule	Cash	(4,794)	5,091,097	10/-	146/-	(0.03) %	[●]%
	Transfer to Devender Agarwal	Cash	(3,424)	5,087,673	10/-	146/-	(0.02) %	[●]%
	Transfer to Akanchha Agrawal	Cash	(3,424)	5,084,249	10/-	146/-	(0.02) %	[●]%
	Transfer to Pallavi Mahendra Khante	Cash	(2,054)	5,082,195	10/-	146/-	(0.01) %	[●]%
	Transfer to Girish Kumar Singh	Cash	(2,739)	5,079,456	10/-	146/-	(0.01) %	[●]%
	Transfer to Anagha Rajiv Patrikar	Cash	(2,054)	5,077,402	10/-	146/-	(0.01) %	[●]%
	Transfer to Rajiv Madhukar Patrikar Jointly with Anagha Rajiv Patrikar	Cash	(2,054)	5,075,348	10/-	146/-	(0.01) %	[●]%
	Transfer to Sameer Pramod Salpekar	Cash	(1,712)	5,073,636	10/-	146/-	(0.01) %	[●]%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
	Transfer to Sneha Lalwani	Cash	(1,000)	5,072,636	10/-	146/-	(0.01) %	[●]%
	Transfer to Dinesh Kumar	Cash	(1,027)	5,071,609	10/-	146/-	(0.01) %	[●]%
	Transfer to Vaibhav Omprakash Toshniwal	Cash	(3,630)	5,067,979	10/-	146/-	(0.02) %	[●]%
	Transfer to Pranay Jhawar	Cash	(3,630)	5,064,349	10/-	146/-	(0.02) %	[●]%
	Transfer to Premlata Sudhir Baheti	Cash	(2,054)	5,062,295	10/-	146/-	(0.01) %	[●]%
	Transfer to Rachita Rajeev Patrikar	Cash	(2,054)	5,060,241	10/-	146/-	(0.01) %	[●]%
	Transfer to Shripal V Vora HUF	Cash	(50,000)	5,010,241	10/-	146/-	(0.27) %	[●]%
	Transfer to Namita Hukum Parakh	Cash	(10,020)	5,000,221	10/-	146/-	(0.05) %	[●]%
	Transfer to Siddharth Murli	Cash	(10,000)	4,990,221	10/-	146/-	(0.05) %	[●]%
	Transfer to Mindscope Advisors LLP	Cash	(13,835)	4,976,386	10/-	146/-	(0.08) %	[●]%
	Transfer to Sunayana Aditya Kawadkar	Cash	(7,849)	4,968,537	10/-	146/-	(0.04) %	[●]%
	Transfer to Chetan Shankar Dhore	Cash	(1,369)	4,967,168	10/-	146/-	(0.01) %	[●]%
	Transfer to Sachin Sudhakar Deshpande	Cash	(1,369)	4,965,799	10/-	146/-	(0.01) %	[●]%
	Transfer to Sheikh Sohailudin	Cash	(1,000)	4,964,799	10/-	146/-	(0.01) %	[●]%
	Transfer to Kirti Govind Biyani	Cash	(1,000)	4,963,799	10/-	146/-	(0.01) %	[●]%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
June 19, 2024	Bonus Issue	Other than Cash	24,81,899	74,45,698	10/-	Nil	13.56%	[●]%
Total			74,45,698	74,45,698			40.69%	
2. Sachin Purushottam Pande								
September 12, 1997	Subscription to MOA	Cash	1,000	1,000	10/-	10/-	0.01%	[●]%
October 25, 2000	Further Issue	Cash	4,400	5,400	10/-	10/-	0.02%	[●]
April 20, 2001	Further Issue	Cash	4,600	10,000	10/-	10/-	0.03%	[●]%
March 31, 2010	Bonus Issue	Other than Cash	1,90,000	2,00,000	10/-	Nil	1.04%	[●]%
March 31, 2010	Further Allotment	Cash	5,10,000	7,10,000	10/-	10/-	2.79%	[●]%
March 27, 2013	Further Allotment	Cash	18,40,000	25,50,000	10/-	10/-	10.06%	[●]%
August 18, 2014	Bonus Issue	Other than Cash	25,50,000	51,00,000	10/-	Nil	13.94%	[●]%
June 15, 2024	Transfer to Satosh Madhusudan Kotharia	Cash	(1,000)	5,099,000	10/-	146/-	(0.01) %	[●]%
	Transfer to Shripal V Vora HUF	Cash	(50,000)	5,049,000	10/-	146/-	(0.27) %	[●]%
	Transfer to Vijay Mani Menon	Cash	(41,095)	5,007,905	10/-	146/-	(0.22) %	[●]%
	Transfer to Mindscope Advisors LLP	Cash	(6,712)	5,001,193	10/-	146/-	(0.04) %	[●]%
	Transfer to Ravi Gulabchand Suranaa	Cash	(7,054)	4,994,139	10/-	146/-	(0.04) %	[●]%
	Transfer to Mohit Dhakulkar	Cash	(6,849)	4,987,290	10/-	146/-	(0.04) %	[●]%
	Transfer to Arun Narayanrao Kawadkar	Cash	(6,849)	4,980,441	10/-	146/-	(0.04) %	[●]%
	Transfer to Pankaj Rathi	Cash	(5,000)	4,975,441	10/-	146/-	(0.03) %	[●]%
	Transfer to Seema Ramesh Wardhane	Cash	(6,849)	4,968,592	10/-	146/-	(0.04) %	[●]%
	Transfer to Pallavi Mahendra Khante	Cash	(2,054)	4,966,538	10/-	146/-	(0.01) %	[●]%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
	Transfer to Dinesh Kumar	Cash	(1,027)	4,965,511	10/-	146/-	(0.01) %	[●]%
	Transfer to Shriram Gangadhar Purohit	Cash	(1,712)	4,963,799	10/-	146/-	(0.01) %	[●]%
June 19, 2024	Bonus Issue	Other than Cash	24,81,899	74,45,698	10/-	Nil	13.56%	[●]%
Total			74,45,698	74,45,698			40.69%	

17. We have 146 (One Hundred and Forty-Six) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

18. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group.

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
Promoters				
Avinash Narayanrao Shende	74,45,698	40.69	[●]	[●]%
Sachin Purushottam Pande	74,45,698	40.69	[●]	[●]%
Total	1,48,91,396	81.38%	[●]	[●]%
Promoter Group				
Shilpa Avinash Shende	6,00,120	3.28	[●]	[●]%
Sampada Sachin Pande	6,00,120	3.28	[●]	[●]%
Sameer Pramod Salpekar	2,568	0.01	[●]	[●]%
Total	1,60,94,204	87.95%	[●]	[●]%

19. Except as disclosed below, there were no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives in the preceding six months from the date of this Draft Red Herring Prospectus.

S. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Sameer Pramod Salpekar	June 15, 2024	Promoter Group	1,712	-	Transfer from Avinash Narayanrao Shende
2.	Avinash Narayanrao Shende	June 15, 2024	Promoter, Chairman and Executive Director	-	(4,109)	Transfer to Vivek Surendra Lal
				-	(4,794)	Transfer to Anurag Digamber Sonule
				-	(3,424)	Transfer to Devender Agarwal
				-	(3,424)	Transfer to Akanchha Agrawal
				-	(2,054)	Transfer to Pallavi Mahendra Khante
				-	(2,739)	Transfer to Girish Kumar Singh
				-	(2,054)	Transfer to Anagha Rajiv Patrikar
				-	(2,054)	Transfer to Rajiv Madhukar Patrikar

S. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
						Jointly with Anagha Patrikar Rajiv
				-	(1,712)	Transfer to Sameer Pramod Salpekar
				-	(1,000)	Transfer to Sneha Lalwani
				-	(1,027)	Transfer to Dinesh Kumar
				-	(3,630)	Transfer to Vaibhav Omprakash Toshniwal
				-	(3,630)	Transfer to Pranay Jhavar
				-	(2,054)	Transfer to Premlata Sudhir Baheti
				-	(2,054)	Transfer to Rachita Rajeev Patrikar
				-	(50,000)	Transfer to Shripal V Vora HUF
				-	(10,020)	Transfer to Namita Hukum Parakh
				-	(10,000)	Transfer to Siddharth Murli
				-	(13,835)	Transfer to Mindscope Advisors LLP
				-	(7,849)	Transfer to Sunayana Aditya Kawadkar
				-	(1,369)	Transfer to Chetan Shankar Dhore
				-	(1,369)	Transfer to Sachin Sudhakar Deshpande
				-	(1,000)	Transfer to Sheikh Sohailudin
				-	(1,000)	Transfer to Kirti Govind Biyani
3.	Sachin Purushottam Pande	June 15, 2024	Promoter & Managing Director	-	(1,000)	Transfer to Satosh Madhusudan Kotharia
				-	(50,000)	Transfer to Shripal V Vora HUF
				-	(41,095)	Transfer to Vijay Mani Menon
				-	(6,712)	Transfer to Mindscope Advisors LLP
				-	(7,054)	Transfer to Ravi Gulabchand Suranaa
				-	(6,849)	Transfer to Mohit Dhakulkar

S. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
				-	(6,849)	Transfer to Arun Narayanrao Kawadkar
				-	(5,000)	Transfer to Pankaj Rathi
				-	(6,849)	Transfer to Seema Ramesh Wardhane
				-	(2,054)	Transfer to Pallavi Mahendra Khante
				-	(1,027)	Transfer to Dinesh Kumar
				-	(1,712)	Transfer to Shriram Gangadhar Purohit
4.	Avinash Narayanrao Shende	June 19, 2024	Promoter & Director	24,81,899	-	Bonus Issue in the Ratio of 1:2
5.	Sachin Purushottam Pande		Promoter & Director	24,81,899	-	
6.	Shilpa Avinash Shende		Promoter Group	2,00,040	-	
7.	Sampada Sachin Pande		Promoter Group	2,00,040	-	
8.	Sameer Pramod Salpekar		Promoter Group	856	-	

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

21. Promoter' Contribution and Lock-in details

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

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Red Herring Prospectus, our Promoters holds 1,48,91,396 Equity Shares constituting [●] % of the Post Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter' Contribution.

Our Promoters has granted consent to include such number of Equity Shares held by him as may constitute of the post issue Equity Share capital of our Company as Promoter' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter' Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoter' Contribution and their lock-in details are as follows:

Name of Promoter	Date of Allotment/Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter' Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter' Contribution.
- The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in this Issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of [●] Equity Shares for ensuring lock-in of three years to the extent of minimum [●] % of post Issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- The minimum Promoter' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoter under the SEBI ICDR Regulations.
- We further confirm that our Promoter' Contribution of minimum 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least five per cent of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s).

Equity Shares locked-in for one year other than Minimum Promoters' Contribution

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

Inscription or recording of non-transferability

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

Pledge of Locked in Equity Shares

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

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;
- (b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

Transferability of Locked in Equity Shares

- a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/

Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

- b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
22. Neither the Company, nor its Promoter, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
23. All Equity Shares offered 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 offered fully paid-up Equity Shares.
24. As on the date of this Draft Red Herring Prospectus, 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.
25. As on date of this Draft Red Herring Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
26. 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 278. 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.
27. An over-subscription to the extent of 10% of the Net 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 Net 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.
28. 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.
29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
30. 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.
31. 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.
32. 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.
33. Our Promoters and Promoter Group will not participate in the Issue.
34. There are no safety net arrangements for this Public Issue.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENT OF FUNDS

The Issue comprises of fresh issue of up to 66,60,000 Equity Shares by our Company aggregating to [●] Lakhs.

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

1. Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra;
2. Repayment/ prepayment of certain borrowings availed by our Company;
3. Investment in procuring GPU, server & storage system at Data Centre;
4. Funding of expenditure related to enhancement, maintenance and upgrading existing products;
5. Funding for business development and marketing activities and
6. General corporate purpose

(Collectively, referred to herein as the “Objects of the Issue”)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company believes that listing will enhance our Company’s corporate image, brand name and create a public market for its Equity Shares in India.

ISSUE PROCEEDS

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ in Lakhs)

Particulars	Amount*
Gross Proceeds of the Issue	[●]
Less: Issue related Expenses	[●]
Net Proceeds of the Issue	[●]

*To be updated in the Prospectus prior to filing with RoC.

UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

(₹ in Lakhs)

Sr. No	Particulars	Estimated Amount	% of Gross Proceeds*	% of Net Proceeds*
1.	Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra;	3,426.83	[●]	[●]
2.	Repayment/ prepayment of certain borrowings availed by our Company;	300.00	[●]	[●]
3.	Investment in procuring GPU, server & storage system at Data Centre;	505.00	[●]	[●]
4.	Funding of expenditure related to enhancement, maintenance and upgrading existing products;	1,890.00	[●]	[●]
5.	Funding for business development and marketing activities and	1,406.00	[●]	[●]
6.	General corporate purposes*#	[●]	[●]	[●]
	Total*	[●]	[●]	[●]

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.

*To be updated in the Prospectus prior to filing with RoC.

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

The Net Proceeds of the Issue are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

Sr. No.	Object	Amount to be financed from Net Proceeds	Estimated Utilization of Net Proceeds in F. Y. 2024-25	Estimated Utilization of Net Proceeds in F. Y. 2025-26	Estimated Utilization of Net Proceeds in F. Y. 2026-27
1.	Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra;	3,426.83	1000.00	1541.00	885.83
2.	Repayment/ prepayment of certain borrowings availed by our Company;	300.00	300.00	--	--
3.	Investment in procuring GPU, server & storage system at Data Centre;	505.00	505.00	--	--
4.	Funding of expenditure related to enhancement, maintenance and upgrading existing products;	1,890.00	500	1,390	--
5.	Funding for business development and marketing activities and	1,406.00	400	1,006	--
6.	General corporate purposes*#	[●]		[●]	[●]
	Total	[●]		[●]	[●]

*To be updated in the Prospectus prior to filing with RoC.

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been verified or appraised by any bank, financial institution, or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, competition, contractual terms and conditions and negotiation with lenders, variation in cost estimates and other external factors such as changes in the business environment and interest, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details in relation to the discretion available to our management in respect of use of the Net Proceeds and for further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “Risk Factors” on page 33.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned objects during Fiscal 2025, 2026 and 2027. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. 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, subject to compliance with applicable laws.

MEANS OF FINANCE

The fund requirements set out for the aforesaid objects are proposed to be met entirely from the Net Proceeds, internal accruals, net worth and existing debt financing. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

DETAILS OF THE OBJECTS OF THE ISSUE

1. Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra.

Our Company propose to develop a new facility at Mihan SEZ, Nagpur to build the Company's owned office/ infrastructure and create additional space for our business, enhance business opportunities and to increase our ability to accommodate additional skilled manpower. We propose to use the said facility for software development and related activities and it will function as an export-oriented unit ("EOU") which will be mainly engaged in providing global Core Banking services and IT solutions. Currently, our Company is operating from our registered office which is taken on lease from Avinash Narayanrao Shende, one of our promoters. In addition to the registered office, we have taken an office space no. 01, 02, second floor, A wing, south and north block at central facility building, Mihan SEZ, Nagpur, as a temporary set up until the completion of proposed Mihan unit. Our company is in process to execute the lease agreement for the said arrangement.

As on September 30, 2024 we have a workforce of 329 employees and now we are in process of hiring and planning to grow our workforce from the existing 329 employees to approximately 500 people within the next two years. Our current offices, accommodate 329 employees which is already stretched beyond its capacity. We are strategically preparing to develop a new facility in Mihan SEZ to address this and support the anticipated growth. Our Board in its meeting dated October 25, 2024 has earmarked funds of ₹ 3,426.83 lakh for capital expenditure towards Setting up additional development facility including in Nagpur, Maharashtra from the net proceeds.

Location and Ownership of the New Facility:

Our Company has received a Provisional Allotment Letter dated August 30, 2024 from Maharashtra Airport Development Company Limited (MADC) in relation to allotment of 10 acres, equivalent to 40,468.60 Sq. Mtr. land situated at Plot No. 3B, Sector No. 12, Mihan SEZ, Nagpur. The total lease premium of the plot is ₹ 698.08 Lakhs and our company has paid the earnest money amounting to ₹ 70.00 lakhs at the time of application from internal accruals of the Company. The balance is to be paid in three instalments as per the terms of the provisional allotment letter. We intend to pay the balance instalments through the net proceeds of the Issue. Upon the receipt of the total lease premium from the company and letter of approval (LOA) from the office of development commissioner of MIHAN- SEZ, Lease deed will be executed.

Rationale for Setting-up Additional Facility in Mihan SEZ, Nagpur:

- 100% Income Tax exemption on export income for SEZ units under sec 10AA of the Income Tax Act for the first 5 years, 50% for the next 5 years, thereafter and 50% of the ploughed back export profit for the next 5 years;
- Single window clearance on matters relating to Centre and State for setting up unit;
- Low power cost;
- Availability of relatively low-cost skilled resources at Nagpur;
- Location near airport and just 10 km from center of City with good Metro connectivity from all corners of City;
- Center of Country with good connectivity by air, rail, road;
- At present over 30 manufacturing and IT/ITES units as well as MRO service units are operation in the SEZ, viz TCS, Infosys, Tech Mahindra, Hexaware Technologies to name few.

Establishing facility in SEZ will enable us to avail the above stated, which will help us optimize our operational costs. We estimate that we will incur expenditure of approximately ₹ 3,496.83 Lakhs towards the establishment of development facility, including the land cost. Our company has already paid ₹ 70.00 lakhs towards the earnest money amounting to ₹ 70.00 lakhs at the time of application from internal accruals of the Company. Out of that, for the civil structural works & interior fit outs, the estimated cost is ₹ 2,561.38 lakhs and for the consultant fees is ₹ 307.36 lakhs. This estimate is based on an architects' estimate received from Ar. Rahul Patel Engineer, registered architect with the Council of Architecture at Reform Architecture Studio dated October 11, 2024. The break-down of the expenditure is as set forth below: -

Sr. No.	Item	Total Estimated Cost	Amount already incurred	Balance amount proposed to be funded
Land lease Premium				
1.	Land	698.09	70.00	628.09*
	Total I	698.09	70.00	628.09
Cost Bifurcation for the Civil, Structural Works & Interior				
1.	Building civil works	574.42	-	574.42
2.	HVAC, Fire Fighting, Plumbing and Watersupply	267.07		267.07

Sr. No.	Item	Total Estimated Cost	Amount already incurred	Balance amount proposed to be funded
3.	Electricals and fittings, DG Set, UPS	184.64	-	184.64
4.	Glass Facade work	551.26	-	551.26
5.	Vertical Transportation	135.00		135.00
6.	Interior design work and installation of fit outs	768.09	-	768.09
7.	Site Development, Landscape and Hardscape	50.00		50.00
8.	Metal Works	30.87		30.67
	Total II	2,561.38	-	2,561.38
Consultant's Fee				
1.	Architect, Structure, MEP, Project Management Consultant Fee	307.36		307.36
	Total III	307.36		307.36
Total Cost (I+II+III)		3,496.83	70.00	3,426.83
Amount proposed to be funded from the Net Proceeds				3,426.83

*First instalment of the land is already due on September 30, 2024. However, our Company will pay the first instalment as well as balance instalments from Net Issue Proceed. The interest part will be funded through internal accruals of the Company. Further our Company has submitted a request letter dated October 10, 2024 in relation to correction in name by virtue of conversion of company to the MADC and for reschedule of balance payment installments.

Note: our Promoters, Directors and Key Managerial Personnel and Senior Management do not have any interest in the above-mentioned land and building.

The estimated cost for the civil and structural works, amounting to approximately ₹2,561.37 Lakhs, towards the construction and fit-out charges is detailed as follows: -

Floor	Super Structure			Substructure		Total of Entities Amount (INR)
	Built up Area	32,292		3,000		
	Rate (per sq ft)	Quantity	Amount (INR)	Rate (per sq ft)	Amount (INR)	
Structure	1,350	32,292	4,35,94,200	1,750	52,50,000	4,88,44,200
Civil	250	32,292	80,73,000	175	5,25,000	85,98,000
HVAC (High side & common area) (for air-conditioned area)	350	42,464	1,48,62,400	150	4,50,000	1,53,12,400
Fire Fighting & Sanitary (installation), Plumbing & Water Supply System	325	32,292	1,04,94,900	300	9,00,000	1,13,94,900
Electrical System (DG Set, UPS, High Side)	380	32,292	1,22,70,960	380	11,40,000	1,34,10,960
Lighting	150	32,292	48,43,800	70	2,10,000	50,53,800
Façade						
Glazing & Fins, Building Maintenance System	1,500	30,000	4,50,00,000			4,50,00,000
Granite Dry cladding, Granite Wet cladding	500	15,000	75,00,000	500	26,26,416	1,01,26,416
Vertical Transportation Elevators (3+1 Nos.)	45,00,000	3	1,35,00,000			1,35,00,000
Site Development						
Hardscape & Softscape (Site development), External Ltg Fixtures (Façade & Site), guard room	500	10,000	50,00,000			50,00,000

Floor	Super Structure			Substructure		Total of Entities Amount (INR)
Built up Area	32,292			3,000		
	Rate (per sq ft)	Quantity	Amount (INR)	Rate (per sq ft)	Amount (INR)	
Interiors						
Interiors (GF, 1st)	1,950	32,292	6,29,69,400			6,29,69,400
MEP (Low Side) (GF- 1st)	650	21,292	1,38,39,800			1,38,39,800
Landscape Hardscape and Softscape, Irrigation system						0.00
Metal works MS support Structure for solar panels, MS Screen for Terrace, MS Staircases	325	9,500	30,87,500			30,87,500
Total			24,50,35,960		1,11,01,416	25,61,37,376
Cost/sq ft			7,588		3,700	

The project is anticipated to progress through the following phases, each with its respective timeline: -

Particulars	Setting-up the Development Facility at Mihan SEZ, Nagpur	
	Estimated month of	
	Commencement	Completion
Land Acquisition	January 2025	February 2025
Land Development	February 2025	March 2025
Civil Works		
(i) Building civil works	April 2025	April 2026
(ii) Electricals and fittings	May 2026	July 2026
(iii) Glass Facade Work	August 2026	November 2026
(iv) Plumbing Work	May 2026	July 2026
Arrangement of Power (Construction)	April 2025	April 2025
Arrangement of Water (Construction)	April 2025	April 2025
Order of Hardware	July 2025	September 2025
Electrification & Installation	September 2026	November 2026
Interior / furniture	October 2026	December 2026
Personnel starts working at the premises	January 2027	January 2027

Government and other Approvals

In Mihan SEZ, a streamlined approval process is in place with a single-window clearance system for obtaining both Centre as well as state approval for setting up unit. All necessary licenses will be applied through MADC website, ensuring efficiency in the approval process. The tentative timelines for various government approvals are as follows:

Material Approvals/ Licenses required	Expected Month of	
	Application	Approval
Land Acquisition Completion		
1. Final Allotment letter and Execution of Lease agreement	November 2024	January 2025
While construction of civil works		
2. (a) Plan Layout-Drawing Approval-Local office - MIHAN	January 2025	January 2025
(b) Construction permission - MIHAN	February 2025	March 2025
On Arrangement of Power, Water, Drainage Connection		

Material Approvals/ Licenses required	Expected Month of	
	Application	Approval
3. Temporary connection from Mihaan for Power, Water, Drainage Connection	April 2025	April 2025
On installation of Hardware and Commencement of Operational Deployment		
4. (a) Consent of Establishment (b) Consent to Operate	December 2026	December 2026

Note: Our Company will undertake that we will take the relevant steps to apply to the authorities for the relevant approvals in accordance with applicable law.

2. Repayment/ prepayment of certain borrowings availed by our Company

Our Board in its meeting dated October 25, 2024 took note that an amount of ₹300.00 Lakhs is proposed to be utilised for repayment/ prepayment of certain borrowings availed by our Company from the Net Proceeds. Our Company has entered into financial arrangements from time to time, with Bank of Maharashtra. The outstanding loan facilities entered into by our Company include borrowing in the form of Loan against both movable and immovable property of our Company and against personal properties of our promoters cum directors and their relative and personal guarantees of them. For further details, please refer “*Financial Indebtedness*” on page 218. As on September 30, 2024, the aggregate outstanding secured borrowings of our Company is ₹ 1, 312.19 Lakhs. Our Company proposes to utilise an estimated amount of ₹ 300.00 Lakhs from the Net Proceeds towards part or full repayment and/or pre-payment of borrowings availed by us.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary after payment of due instalments. In light of the above, at the time of filing the Draft Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loan as the case may be which have been availed by us. We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs assist us in maintaining a favourable debt-to-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in our business growth and expansion. Additionally, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future. The following table provides the details of outstanding borrowings availed of by our Company which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

(₹ in Lakhs)

Name of Lender	Nature of Borrowings	Rate of Interest %	Tenure (in months)	Amount Sanctioned	Amount Outstanding as on September 30, 2024	Prepayment penalty/conditions* (Exclusive GST)	Purpose of Loan
Bank Of Maharashtra	Secured	10.70	84	500.00	414.93	1% of loan amount prepayment	Term Loan

*Prepayment charges will be funded from the internal accruals of our Company.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated October 24, 2024 from Statutory Auditors of our Company certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed by us.

Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated October 24, 2024.

3. Investment in procuring GPU, Server & Storage System at Data Centre

We are offering a comprehensive suite of data centre services designed to centralize IT infrastructure, enhance operational efficiency, and ensure data security. Our data centre services encompass data management, disaster recovery and cloud services, providing businesses with the tools to manage data effectively and securely. In order to effectively provide our service portfolio, we own and operate our data centre at our registered office in Nagpur, India. Further our Company has taken data centre facility from Yotta Data Service Private Limited and Yotta Network Service Private Limited through Master Service Agreement dated May 01, 2023 to provide data centre services to our clients. In addition to above our Company is using colocation service from Yotta Data Service Private Limited which allows us to rent rack space at 5th Floor, Scorpio House, Hiranandani Gardens, Powai, Mumbai- 400076. We have taken 2 vertical racks where we are having our own equipment's including servers, storage system, flex system, fan modules, network devices etc. We intend

to procure GPU infrastructure along with supporting server and storage systems for our colocation server rack (Colo Server) which is proposed to be funded by utilising a portion of the Net Proceeds of ₹ 505.00 lakhs through our board meeting dated October 25, 2024.

The total estimated cost has not been appraised by any bank or financial institution. Details of the estimated cost which is proposed to be funded by utilising a portion of the Net Proceeds is set forth below:

(₹ in lakhs)

Sr. No.	Product Description	Details	Quantity	Amount
1.	Base Server			505.00
	HPE ProLiant DL380 Gen11 8SFF NC Configure-to-order Server	Base chassis for customization	1	
	HPE DL380 Gen11 8SFF NC CTO Svr	Server configuration template	1	
2.	Processors			
	Intel Xeon-Gold 6426Y 2.5GHz 16-core 185W Processor	High-performance CPU, 16 cores, 2.5GHz base frequency	2	
3.	Memory			
	HPE 32GB (1x32GB) Dual Rank x8 DDR5-4800 CAS-40-39-39 EC8 Registered Smart Memory Kit	High-speed DDR5 memory, total 256GB	8	
4.	GPUs			
	NVIDIA H100 80GB SXM5	High-end GPU for AI and ML workloads, 80GB memory each	4	
5.	Expansion and Connectivity			
	HPE ProLiant DL380 Gen11 2U x8/x16/x8 Secondary Riser Kit	Expansion slots for additional components	1	
	HPE ProLiant DL380 Gen11 2U x16/x16 Tertiary Riser Kit	Additional expansion slots	1	
	Broadcom BCM5719 Ethernet 1Gb 4-port BASE-T OCP3 Adapter	Network connectivity	1	
6.	Storage Controller and Management			
	HPE 96W Smart Storage Lithium-ion Battery with 145mm Cable Kit	Backup power for storage controller	1	
	HPE ProLiant DL360 Gen11 Storage Controller Enablement Cable Kit	Cables for storage controller	1	
	HPE MR416i-o Gen11 x16 Lanes 8GB Cache OCP SPDM Storage Controller	High-performance storage controller	1	
	HPE iLO Advanced 1-server License with 3yr Support	Advanced server management and monitoring	1	
7.	Additional Components			
	HPE ProLiant DL360 Gen11 CPU1 to OCP2 x8 Enablement Kit	Enables OCP slot connectivity	1	
	HPE ProLiant DL380/DL560 Gen11 2U GPU Power Cable Kit	Power cables for GPUs	1	
	HPE ProLiant DL3XX Gen11 Easy Install Rail 3 Kit	Rack mounting solution	1	
8.	Services and Support			
	HPE Installation Service	Professional installation of the server	1	
	HPE ProLiant DL/ML Install SVC	Additional installation services	1	
	HPE 5Y Tech Care Essential Service	5-year support contract	1	
	HPE iLO Advanced Non-Blade Support	Support for iLO advanced features	1	
	HPE DL380 Gen11 Support	Specific support for DL380 Gen11	1	
Total Estimated Cost				505.00

Notes:

- The quotation dated October 11, 2024 has been obtained by our Company from Monarch Technologies (Pune) Private Limited. The validity of the quotation mentioned above is for a period of 180 days. Monarch Technologies (Pune) Private Limited is not related to the Promoters, Directors and KMPs in any manner.

- We have considered the above quotation for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/vendor may vary.
- Quotation received from the vendor mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the vendor and there can be no assurance that the same vendor would be engaged to eventually supply the equipment's or at the same costs.
- We are not acquiring any second-hand equipment's.
- The quotation relied upon by us in arriving at the above cost are valid for a specific period and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of equipment's proposed to be acquired by us at the actual time of purchase. Above mentioned cost is excluding the GST and any other applicable taxes. GST or any other applicable tax shall be paid from our internal accruals. The quotation is subject to additional costs including freight, installation, transportation costs, insurance, and other government levies, as applicable shall be paid out of internal accruals.

4. Funding of expenditure related to enhancement, maintenance and upgrading existing products

Our Company is a SaaS product focused company engaged in providing Core Banking Software Solution, IT Solutions, ERP Implementation and Customized Software Solutions Development, IT services for the BFSI, ERP, and E-Governance domains. We are primarily involved in the development, customization, installation, and implementation of software applications, along with comprehensive post-implementation support, monitoring, and maintenance services for the delivered solutions. To provide a seamless experience to our clients, we offer a range of essential allied services, ensuring that all software needs are met under one roof. Our wide array of offerings covers the entire lifecycle of services, including consultation, architecture, solution design, implementation, monitoring, and managed services.

Our flagship product, E-Banker is a core banking solution designed specifically for banks, societies, and NBFCs. It is available "on-premises with infrastructure" i.e. it offers the flexibility to the customer to deploy E-Banker on their own premises with customized infrastructure. Alternatively, it is also available as off-the-shelf banking software solution in a "Software as a Service" (SaaS) model. This covers bundled solutions of software and hosting infrastructure on a rental basis for those preferring a hassle-free solution. In addition, we offer IBS-ERP, an ERP solution tailored for small and mid-sized enterprises, and e-APMC, an e-governance software developed for Agricultural Produce Market Committees (APMCs) and government organizations. Recently, we have expanded our product portfolio with V-Pay, a comprehensive enterprise digital payment solution, V-SOC, E-Autopsy Software, VGST and LOS (Loan Origination System / Module).

We prioritize ongoing research and development efforts to stay at the forefront of industry trends, leveraging cross-functional teams to explore emerging technologies and customer needs. Our company consistently seeks highly skilled personnel and prioritizes their retention. Our Product development team plays an integral role in designing and developing new products and technology and diversifying our product portfolio and we rely on skilled personnel and technical professionals for product development and product enhancement. We propose to utilize our existing team of professionals as well as hire new skilled professionals and technical staff to carry out the development process and enable us to achieve the desired outcome. As on September 30, 2024, we have around 120 employees in the product development team, which is approximately 36.47 % of our overall employee strength, and we intend to add more capable and experienced employees in the product development team, in order for us to make better products and solutions.

We are committed to innovation and are focused on creating more cost-effective technology products and solution. We have invested in large technical teams with relevant skill sets to build, support and manage our existing products and have also invested in the required tools and platforms to make such existing products user friendly and easily available to our end users. This can be demonstrated through the capital expenditure incurred by us on intangible assets development i.e., Software development in the preceding three years. A break-up of the capital expenditure incurred towards intellectual property for the period ended on September 30, 2024, for the financial years ended on 2024, 2023, 2022 has been provided below:

Particulars	For the period ended on September 30, 2024		Financial year ended March 31, 2024		Financial year ended March 31, 2023		Financial year ended March 31, 2022	
	As per Restated Standalone Financial Statement							
	(₹ in Lakhs)	%of revenue from operations	(₹ in Lakhs)	%of revenue from operations	(₹ in Lakhs)	%of revenue from operations	(₹ in Lakhs)	%of revenue from operations
Expenditure incurred on Intangible Assets	482.92	6.74%	1,070.94	17.42%	155.26	2.65%	184.36	4.33%
Cost break-up is given below								
Employee cost	482.92	6.74%	638.91	10.39%	155.26	2.65%	184.36	4.33%
Purchase of software/service licenses/lease	0.00	0.00%	432.03	7.03%	0.00	0.00%	0.00	0.00%

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

Our company in order to achieve consistent growth needs to continuously invest in our product development team and resources to develop, enhance, customize the existing products. In view of the above, our Board in its meeting dated October 25, 2024 has decided to earmarked funds of ₹ 1,890 lakhs out of the Net Proceeds for recruitment of skilled resources towards enhancement, maintenance and upgrading existing products.

Details of existing software identified for enhancement and upgradation:

We have developed and productized the “E-Banker (Core Banking Solution)”, “V-Pay (Digital Payment Solution)”, “IBS ERP” product (“Existing Product”) and are looking further to enhance its capabilities by adding more functionalities in existing modules as per requirement of customer/ statutory compliances along with add-on features.

Enhancements to be made in our “E-Banker”

a) AI and ML integration for improved fraud detection and personalized services.

Our company plans to incorporate advanced artificial intelligence and machine learning algorithms into E-Banker. This integration will enhance the system's ability to detect and prevent fraudulent activities in real-time. Additionally, AI-driven personalization will enable banks to offer tailored product recommendations and services to their customers, improving customer satisfaction and increasing cross-selling opportunities.

b) Enhanced mobile and internet banking features

Recognizing the growing importance of digital banking, our company will expand E-Banker's mobile and internet banking capabilities. New features will include biometric authentication, voice-activated commands, chatbot support, and enhanced visualization of financial data. These improvements aim to provide a more intuitive and user-friendly experience for end-users.

c) Cloud-native architecture implementation

Our company plans to transition E-Banker to a cloud-native architecture, enabling greater scalability, flexibility, and cost-efficiency for client banks. This shift will allow for easier updates, improved disaster recovery, and the ability to quickly deploy new features and services.

Enhancements and development to be made in our “V-Pay”

a) Expansion of supported payment channels

V-Pay will be expanded to support emerging payment methods such as contactless payments, QR code-based transactions, and wearable device payments. This expansion will ensure that V-Pay remains at the forefront of digital payment technologies.

b) Enhanced security features

Our Company will implement advanced security measures in V-Pay, including tokenization, end-to-end encryption, and real-time transaction monitoring. These enhancements will provide users with a more secure payment experience and help financial institutions comply with evolving regulatory requirements.

Enhancements and development to be made in our “IBS ERP”

a) Industry-specific module enhancements

Our Company will develop and refine modules tailored to specific industries such as manufacturing, healthcare etc. These enhancements will address unique industry requirements and provide more value to clients in these sectors.

b) Integration with emerging technologies (IoT, AI)

The IBS ERP system will be integrated with Internet of Things (IoT) devices and AI capabilities. This integration will enable real-time data collection from connected devices, predictive maintenance, and intelligent inventory management, enhancing overall operational efficiency for clients.

Advantages to the company from enhancement and upgradation in existing products

Enhancement and upgradation in existing products can provide numerous advantages and significantly benefit the company's growth and market position. Below are the key advantages and benefits from enhancement in existing products:

Increased customer satisfaction and loyalty: By continuously improving our products, our Company can better meet customer needs and expectations, leading to higher satisfaction levels <https://www.kommunicate.io/blog/product-improvement-practical-tips-with-use-cases/>. Addressing pain points, fixing issues, and adding value through improvements will result in happier customers who feel their concerns are heard and addressed. This increased satisfaction can translate into stronger customer loyalty, reducing churn and fostering long-term relationships with clients.

Enhanced competitive advantage: Product improvements allow our Company to stay ahead of market trends and maintain a competitive edge. By creating unique products that address customer needs in innovative ways, our Company can differentiate itself from competitors and attract new customers while retaining existing ones.

Expanded market share and revenue growth: Improving existing products will help to tap into new revenue streams and increase its overall market share. By enhancing product features and functionality, our Company can appeal to a broader customer base and potentially enter new markets. This expansion can drive business growth and profitability by diversifying product offerings and maintaining a stable revenue stream even during market fluctuations.

Increased pricing power and profitability: Successfully improved products that are perceived as innovative and valuable often command higher price points. This pricing power can contribute to enhanced profitability for our Company. Additionally, new or improved products that complement existing ones create opportunities for cross-selling and up-selling, further expanding revenue potential.

Strengthened brand reputation: Continuous product improvement demonstrates our Company's commitment to innovation and customer satisfaction. This can energize the brand and create a perception of our Company as an innovative and exciting company. A strong brand reputation can lead to increased customer trust, positive word-of-mouth marketing, and a competitive advantage in the marketplace.

Improved operational efficiency: Product improvements often involve optimizing performance and streamlining processes. This can lead to increased efficiency in production, reduced costs, and improved overall product quality. By leveraging technological innovations and new materials, our Company can enhance its products while potentially reducing production costs and improving profit margins.

Adaptation to changing market conditions: By continuously improving its products, our Company can better adapt to changing consumer needs, technological advancements, and market trends. This flexibility ensures that our Company's products remain relevant and competitive in the long term, reducing the risk of obsolescence and maintaining market relevance.

Estimated costs for hiring skilled professionals and technical staff for enhancement, maintenance and upgrading existing products.

Total estimated costs for hiring skilled professionals and technical staff for enhancement, maintenance and upgrading existing products is provided below:

(₹ in Lakhs)

Particulars	Estimated cost to be funded from IPO Proceed
Total estimated costs for hiring skilled professionals and technical staff for enhancement in existing products.	1,890.00
Total	1,890.00

Details of existing manpower

i. Details of existing employees of our Company's payroll involved in product development is below:

Role	No of People	Total Annual Cost (₹ in lacs)
Android Developer	1	4.08
Asst Business Analyst	1	3.78
Business Analyst	1	5.46
Customer Relationship Executive	1	7.80
Data Analyst	1	4.08
Database Administrator	4	19.36
General Manager	1	15.43
Java Developer	2	3.60
Jr. Implementation Executive	1	1.68
Jr. Software Developer	4	12.76
Jr. Testing Engineer	2	7.02
Manager - Support	1	9.32
Project Lead	1	10.80
Project Manager	4	72.00
Project Manager Delivery and Quality Analysis	1	21.00
Senior Database Administrator	2	21.36
Senior Software Developer	5	40.10
Service Engineer	1	1.33
Software Developer	57	222.58
Software Support Executive	3	10.90
Software Testing Executive	4	17.14
Sr. Database Developer	1	10.56
Sr. Manager- ERP (Development & Plans)	1	17.74
Sr. Project Lead	1	5.71
Sr. Software Support Executive	3	16.36
Sr. Testing Executive	2	12.36
System Administrator	1	4.20
Team Leader	9	98.76
Testing Engineer	2	5.46
Web Designer	2	7.44
Grand Total	120	690.16

* Total existing employees cost as mentioned above will be funded by our Company through internal accruals.

ii. The table below sets forth the break-up of the total estimated costs for hiring skilled professionals and technical staff for enhancement, maintenance and upgrading existing products:

Role	Experience	Resources	Monthly Salary Range	Average Monthly Salary	Total Annual Cost of all new hired resources*
			(in ₹)	(in ₹)	(₹ in lacs)
Product Enhancement/Development					
Software Manager/Domain Experts	5-10 Years	16	2,00,000 to 4,00,000	3,00,000	576.00
Sr. Software Developers	5-10 Years	20	1,00,000 to 3,00,000	2,00,000	480.00
Software Testing (technical and functional)	2-5 Years	20	75,000 to 1,25,000	1,00,000	240.00
Technical Documentation Team	2-5 Years	4	50,000 to 1,00,000	50,000	24.00
UI/UX Developers	2-5 Years	6	50,000 to 1,00,000	50,000	36.00
Product Support					
Technical Support	5+	20	75,000 to 1,50,000	1,00,000	240.00
Software support and implementation	3+	20	75,000 to 1,50,000	80,000	240.00
Network Management	5+	1	75,000 to 1,50,000	1,00,000	12.00
Hardware Management	5+	1	50,000 to 1,00,000	60,000	9.00
Cyber Security	5+	2	75,000 to 1,50,000	1,00,000	24.00
Data Centre Management	5+	1	50,000 to 1,00,000	60,000	9.00
Total		111			1,890.00

*Based on average monthly salary

Notes:

- The quotation dated October 16, 2024 has been obtained by our Company from Raymoon Services Private Limited. The validity of the quotation mentioned above is for a period of one year from the date of quotation.
- We have not entered into any definitive agreements with Raymoon Services Private Limited and there can be no assurance that Raymoon Services Private Limited would be eventually engaged to hire skilled professionals and technical staff for enhancement, maintenance and upgrading existing Products of our company.
- Any excess costs will be covered through internal accruals.
- Our Promoters, Directors and KMPs have no interest in the proposed procurements.

5. Funding for Business Development and Marketing Activities

Marketing and sales initiative to acquire new customers, grow deeper relation with current customers and expand brand awareness is one of our core components of the overall fundraising. The sales and marketing expenditure is an important component of the overall fundraising objective of our company and is aimed at augmenting our company's sales and marketing capabilities in the BFSI vertical. We have identified growth opportunities in this market and intend to utilize the proceeds from the proposed offer to expand our sales and marketing efforts. Our Board in its meeting dated October 25, 2024 has decided to earmarked funds of ₹ 1,406 lakhs out of the Net Proceeds in funding towards business development and marketing activities. Our Company is planning its business development and marketing activities through workforce expansion and through direct marketing channels including participation in domestic and international events, technical workshops for existing and prospective clients, social media campaigns, content creation (blogs, audio, videos) and advertising in bank magazines and PR activities etc.

Our company is currently serving to commercial bank, state cooperative banks, urban cooperative banks, district central cooperative banks, cooperative societies, NBFCs, Savings and Credit Cooperative Societies (SACCOs) under BFSI Sector. Our domestic sales strategy is designed to cater to the growing demand for innovative software solutions to BFSI organizations in India. We prioritize customer-centric approaches, focusing on building strong relationships, understanding client needs, and delivering solutions that provide tangible value.

Our go-to-market strategy is built on a combination of direct sales and collaborations with channel partners. In India, we handle direct sales through our in-house team, while our channel partners and dedicated sales and business development teams manage sales in overseas markets. As of September 30, 2024, we have two channel partners in Tanzania and one channel partner in Israel. As on September 30, 2024, we have around 28 employees in the business development and

marketing, which is approximately 8.51 % of our overall employee strength, and we intend to add more capable and experienced employees in the business development and marketing.

- i. Details of expenditure made in last 3 fiscal years and in stub period i.e. September 30, 2024 on sales and marketing expenditure are as follows:

Sr. No	Particulars	Period ended September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
As per Restated Standalone Financial Statement					
1.	Human resource cost for Marketing	115.59	229.68	237.70	180.48
2.	Advertisement Expenses	1.43	1.59	1.26	1.18
3.	Business Promotion	25.62	12.34	22.09	22.20
4.	Travelling & Conveyance	34.27	31.26	30.36	21.76
5.	Professional & Consultancy Expenses	18.00	36.00	15.00	-
Total		194.91	310.86	306.41	225.62

*As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 24, 2024.

- ii. Details of existing employees of our Company's payroll involved in business development and marketing activities is below:

Role	No of People	Total Annual Cost (₹ in lacs)
Area Sales Manager	2	15.00
Associate Consultant	1	2.52
Business Analyst	1	8.40
Business Development Executive	6	15.66
Business Head	1	22.66
Business Head Cloud Solutions	1	21.83
Business Head-Cybersecurity	1	14.04
Digital Marketing Executive	1	3.38
General Manager	1	14.53
Head Strategic Business Development	1	13.53
Motion Graphics Designer	1	4.72
Pre Sales & Marketing Consultant	1	7.43
Pre-Sales Executive	2	8.02
Presales Consultant	1	9.79
Regional Manager	3	39.10
Sr. Area Sales Manager	2	12.60
Vice President- Business Development & Strategic Marketing	1	23.60
Web and Graphics Designer	1	4.14
Grand Total	28	240.90

* Total existing employees cost as mentioned above is funded by our Company through internal accruals.

Objective of business development and marketing activities

Expansion into new geographical markets: We aim to meet the growing demands of our existing customers while expanding our customer base by enhancing our geographical reach. Currently, we are serving customers in various state of India including Maharashtra, Goa, Mizoram, Uttar Pradesh, Telangana, Rajasthan, Manipur, Madhya Pradesh, Himachal Pradesh, Delhi etc. Expanding our presence into additional regions will allow us to tap into larger markets and gain direct access to clients, enabling a deeper understanding of their needs. In addition to our strong domestic presence, we are also focused on expanding our footprint in international markets. Our Company has identified Africa as a key growth market for its banking and fintech solutions. The company has already secured core banking orders in Tanzania and Malawi. Our Company intend to leverage these initial successes to expand our presence across other African countries, targeting both urban and rural financial institutions. In addition, our Company aims to penetrate the Asia Pacific market, focusing on countries with developing banking sectors and a growing need for digital financial solutions. Our Company intend to tailor its products to meet the specific regulatory and cultural requirements of each target country in the region.

Expand Customer Base: One of the primary objectives of the business development and marketing expenditure is to expand our company’s customer base. By investing in workforce and various marketing campaigns, companies can reach out to potential customers and create brand awareness. This, in turn, will lead to an increase in sales and revenue.

Increase Brand Awareness: Investing in sales and marketing expenditure is an effective way to increase brand awareness. Through various marketing activities such as participation in domestic and international events, technical workshops for existing and prospective clients, social media campaigns, content creation (blogs, audio, videos) and advertising in bank magazines and PR activities etc. We intend to create a strong brand image among our customers. This can help increase our company’s market share and make it easier to attract new customers.

Build relationships with existing customers: Another objective of business development and marketing expenditure is to build strong surveys, and personalized communication with relationship manager to keep their existing customers engaged and satisfied. This can lead to increased customer loyalty and repeat business.

Competitive Advantage: Investing in sales and marketing expenditure can give company a competitive advantage over their competitors. By creating a strong brand image and building relationships with customers, companies can differentiate themselves from their competitors. This can make it easier to attract new customers and retain existing ones.

Increased revenue: The sales and marketing expenditure will enable us to reach new customers in Domestic & international markets, resulting in increased revenue and profitability.

Total estimate cost breakdown of business development and marketing activities

(₹ in Lakhs)

Sr. No.	Particulars	Estimated cost
1.	Business development through workforce expansion	906.00
2.	Direct marketing initiatives	500.00
Total Estimated Cost		1,406.00

Business Development through workforce expansion:

We propose to invest in a dedicated sales team by recruiting sales personnel as well as equipping them with the necessary technology. This would enable us to build direct market presence so as to be closer to and engage directly with end clients and channel partners locally. The sales will be effectively supported by investment into a team of pre-sales and support personnel to ensure greater client comfort and better response times. Through our investment in skilled and qualified personnel, we intend to build our presence and offer our products to end users and channel partners in specific areas where we see opportunities of future growth.

We propose to utilize ₹ 906.00 Lakhs from the Net Proceeds of the Issue to fund the business development and marketing through workforce expansion of our Company. Details for hiring business development and marketing personnel expenditure are as follows:

Total manpower cost required for the business development and marketing activities comprise of:

Role	Experience in Years	Resources	Monthly Salary Range	Average Monthly Salary	Total Annual Cost of all new hired resources*
			(in ₹)	(in ₹)	(₹ in Lakhs)
VP (Banking, ERP, International Business)	10+	4	3,00,000 to 5,00,000	4,00,000	192.00
VP (Banking, ERP, International Business)	5+	8	2,50,000 to 3,50,000	3,00,000	288.00
Business Development Manager	3+	10	2,00,000 to 3,00,000	2,50,000	300.00
Presales	3+	6	75,000 to 1,25,000	1,00,000	72.00
Telemarketers/social media	3+	6	50,000 to 1,00,000	75,000	54.00
Total		34			906.00

*Based on average monthly salary.

Notes:

- The quotation dated October 16, 2024 has been obtained by our Company from Raymoon Services Private Limited. The validity of the quotation mentioned above is for a period of one year from the date of quotation.
- We have not entered into any definitive agreements with Raymoon Services Private Limited and there can be no assurance that Raymoon Services Private Limited would be eventually engaged to hire skilled professionals for business development and marketing activities.
- Any excess costs will be covered through internal accruals.
- Our Promoters, Directors and KMPs have no interest in the proposed procurements.

Direct Marketing Initiatives:

To build local credibility, we propose to invest into marketing initiatives such as online and offline marketing campaigns, events, conferences and other initiatives as appropriate from time to time to drive leads for our business and enhance our business credibility. We are implementing a comprehensive marketing strategy to increase brand awareness and generate leads which includes seminars and webinars, participation in domestic and international events, technical workshops for existing and prospective clients, social media campaigns, content creation (blogs, audio, videos) and Advertising in bank magazines and PR efforts. We believe that these marketing initiatives supporting the company's expansion into new markets and sectors.

We propose to utilize ₹ 500.00 Lakhs from the Net Proceeds of the Issue to fund the business development and marketing activities through direct marketing in the following manner:

(₹ in Lakhs)

Sr. No.	Particulars	Marketing activities	Estimated Cost
1.	Events and Awards	<p><u>Top industry events in India include:</u></p> <ul style="list-style-type: none"> ▪ ET CIO Digital Conclave ▪ ET CIO Converge Summit ▪ Financial Express Fintech Summit ▪ Financial Express FU Tech Awards ▪ Dun & Bradstreet BFSI & Fintech Summit ▪ IBA Banking Technology Conference <p><u>Event outreach capabilities include:</u></p> <ul style="list-style-type: none"> ▪ Event outreach and coordination ▪ Speaker briefing ▪ Supplier and vendor management ▪ Speechwriting <p><u>Pre-event and post-event buzz strategies can be discussed and budgeted as needed, including:</u></p> <ul style="list-style-type: none"> ▪ Media Relations around the event ▪ Thought leadership campaigns ▪ Sponsored content ▪ Social media (organic and/or paid campaigns) 	500.00
2.	Public Relations and Media Outreach	<p><u>Public Relations and Media Outreach support includes:</u></p> <ul style="list-style-type: none"> ▪ Creating quarterly PR calendar aligned with VGIL's objectives ▪ Crafting strategy for PR activity ▪ Media targeting and list development ▪ Bilingual media outreach on events and post-presentation materials ▪ Sending out media releases, whitepapers, etc and garnering media coverage ▪ Securing media interviews and quote opportunities ▪ Interview briefs and coordination ▪ Reporting and measurement 	
3.	360-Degree Advertising	<u>Media includes:</u>	

Sr. No.	Particulars	Marketing activities	Estimated Cost
		<ul style="list-style-type: none"> ▪ Traditional Media: Print, Business and Banking magazines, Business television advertising, Industry and Trade Media ▪ Digital Marketing: Search engine optimization (SEO), digital marketing spends, email marketing ▪ Media Relations: Advertorials, sponsored content ▪ Experiential Marketing: Guerilla marketing and interactive campaigns 	
4.	Social Media Marketing	<p><u>Social Media Marketing support includes:</u></p> <ul style="list-style-type: none"> ▪ Develop and execute tailored social media campaigns, combining organic and paid strategies to effectively reach your target audience ▪ Curate content calendar with posts engaging posts that communicate VGIL's key messages ▪ Manage social media pages, addressing comments, managing spam, and ensuring a positive online presence ▪ Integrate social media channels to create a cohesive and seamless experience for the followers ▪ Utilize targeted paid campaigns to increase follower base and engagement ▪ Weekly reports on social media performance– post engagement, new followers, etc. 	
5.	Creative Services	<p><u>Creative support includes:</u></p> <ul style="list-style-type: none"> ▪ Developing high-quality content for blogs, whitepapers, articles, and other marketing materials based on pointers shared ▪ Creating visually appealing infographics, newsletters, web banners, social media posts, and other marketing collaterals ▪ Crafting compelling copy for various marketing materials, including website content, advertisements, and email campaigns ▪ Creating engaging visual content, such as animations and infographics, to tell VGIL's story 	
6.	Reporting and Measurement	<ul style="list-style-type: none"> ▪ Monthly calls / meetings for faster closure on stories ▪ Quarterly discussions with VGIL to review the progress, results for the previous quarter and plan our objective, approach, activities and roadmap for the next quarter ▪ Monthly and quarterly reports to review results and fine tune approach ▪ After every quarter Pressman will share AVE (Advertising Value Equivalency) report to showcase the value of each piece of coverage 	
	Total		500.00

Notes:

- The strategic PR proposal dated October 18, 2024 has been obtained by our Company from Signpost India Limited. The validity of the proposal is mentioned above is for a period of 6 months. Signpost India Limited is not related to the promoters or promoter group, Directors and KMPs in any manner.
- We have not entered into any definitive agreements with Signpost India Limited and there can be no assurance that Signpost India Limited would be eventually engaged to advertising and marketing activities.
- GST payable on such expenses and any excess costs will be covered through internal accruals

6. General Corporate Purpose

Our management will have flexibility to deploy the balance Net Proceeds of the Issue towards general corporate purposes, to be deployed towards including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. 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 Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue

ESTIMATED ISSUE RELATED EXPENSES

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

(₹ in Lakhs)

Particulars	Amount (₹ in Lakhs)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manager Fees including underwriting commission	[•]	[•]	[•]
Brokerage, selling, commission and upload fees	[•]	[•]	[•]
Registrar to the Issue	[•]	[•]	[•]
Legal Advisors	[•]	[•]	[•]
Advertising and Marketing expenses	[•]	[•]	[•]
Regulators including stock exchanges	[•]	[•]	[•]
Printing and distribution of offer stationery	[•]	[•]	[•]
Others, if any (market making, depositories, marketing fees, secretarial, peer review etc.)	[•]	[•]	[•]
Total	[•]	[•]	[•]

The fund deployed out of internal accruals is ₹ 11.60 towards issue expenses vide certificate dated received from M/s RKAS & Co. Chartered Accountants dated October 28, 2024.

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- 1) SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.
- 2) Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.
- 3) No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- 4) The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Book Running Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
- 5) Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

BRIDGE LOANS

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 of the Issue.

MONITORING OF UTILIZATION OF FUNDS

As this is a Fresh Issue for less than ₹10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, 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 or investing in any real estate product or real estate linked products.

VARIATION IN OBJECTS

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice offered to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS

There is no proposal whereby any portion of the Net Proceeds will be paid to Our Promoters, Promoter Group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with Our Promoters, Promoter Group, Directors Group Companies, and/or Key Managerial Personnel.

BASIS FOR ISSUE PRICE

The Price Band and Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

Bidders should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 33, 214, 221 and 156 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions.

QUALITATIVE FACTORS

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

- One stop solution provider
- Diversified business across several verticals
- Diversified revenue streams
- Recurring and non-recurring, repeat revenues from long standing customer relationships
- Experienced promoters and senior management team with strong industry expertise and successful track record
- Growing our business through intellectual property capabilities
- Quality assurance and quality certification

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 156.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Standalone Financial Statements for the period ended September 30, 2024 and the financial year ended March 31 2024, March 31, 2023 and March 31, 2022 and company’s Restated Consolidated Financial Statements for the financial year ended March 31 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 214 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

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

1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”), as adjusted for changes in capital

As per Standalone Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted (in ₹)	Weights
March 31, 2024	9.88	3
March 31, 2023	1.09	2
March 31, 2022	0.77	1
Weighted Average		5.43
For the period ended September 30, 2024*		10.53

* Figures are not annualised

As per Consolidated Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted (in ₹)	Weights
March 31, 2024	10.02	3
March 31, 2023	0.43	2
March 31, 2022	0.24	1

Particulars	Basic & Diluted (in ₹)	Weights
Weighted Average		5.19

The disinvestments were made in Virtual Galaxy Insurance Brokers Private Limited on June 30, 2024 and SIP Fund Private Limited on February 16, 2024.

Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
- (2) Earnings per Equity Share = Profit for the period/year / Weighted average number of equity shares outstanding during the period/year.
- (3) Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.
- (4) The basic and diluted Earnings per Equity Share for the current period and previous period/year presented have been calculated/restated after considering the bonus issue.
- (5) The face value of each Equity Share is ₹10/-.

2. Price Earnings Ratio (“P/E”) in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share

Particulars	(P/E) Ratio at the Floor Price* (no. of times)	P/E) Ratio at the Cap Price (no. of times)
Based on Restated Consolidated Financial Statements		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]	[●]

* To be updated in Prospectus.

Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

3. Industry P/E Ratio

Particulars	P/E Ratio
Highest	201.57
Lowest	25.53
Industry Composite	141.82

4. Return on Net worth (RoNW)

As per Standalone Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2024	49.72%	3
March 31, 2023	7.56%	2
March 31, 2022	5.67%	1
Weighted Average		28.33%
For the period ended September 30, 2024*		31.97%

As per Consolidated Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2024	39.95	3
March 31, 2023	3.52	2
March 31, 2022	2.00	1
Weighted Average		21.48

The disinvestments were made in Virtual Galaxy Insurance Brokers Private Limited on June 30, 2024 and SIP Fund Private Limited on February 16, 2024.

Note: Return on Net Worth (%) = Profit for the period/ year / Average Net Worth at the end of the period/year.

* Figures are not annualised

5. Net Asset Value (NAV)

As per Standalone Restated Financial Statements – Post Bonus

Financial Year	NAV (₹)
March 31, 2024	37.22
March 31, 2023	22.40
March 31, 2022	20.76
For the period ended September 30, 2024*	42.27
Net Asset Value per Equity Share after the Issue at Floor Price	[●]
Net Asset Value per Equity Share after the Issue at Cap Price	[●]
Issue Price [#]	[●]

As per Consolidated Restated Financial Statements – Post Bonus

Financial Year	NAV (₹)
March 31, 2024	25.09
March 31, 2023	12.36
March 31, 2022	12.21

The disinvestments were made in Virtual Galaxy Insurance Brokers Private Limited on June 30, 2024 and SIP Fund Private Limited on February 16, 2024.

#Issue Price shall be updated in the Prospectus prior to opening the Issue.

* Figures are not annualised

Note:

Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Number of equity shares outstanding at the end of the period/year.

6. Comparison of accounting ratios with listed industry peers

Name of Company	CMP (₹)	Face Value (₹)	EPS (₹)		PE Ratio (times)		RoNW (%)	NAV per Share (₹)
			Basic	Diluted	Basic	Diluted		
Virtual Galaxy Infotech Limited	[●]	10	9.88	9.88	[●]	[●]	49.72%	37.22
Peer Group								
Veefin Solutions Limited	542.70	10	2.74	2.51	198.07	216.22	6.95	52.70
Network People Services Technologies Limited	2,777.60	10	13.78	13.76	201.57	201.86	62.04	29.67
Trust Fintech Limited	182.00	10	7.13	7.13	25.53	25.53	34.58	25.71

Source: www.bseindia.com, www.nseindia.com,

Notes:

- (1) The figures for our company are based on Standalone Restated Financial Statements for the year ended March 31, 2024 after considering the bonus issue.
- (2) P/E Ratio has been computed based on their respective closing market price on October 25, 2024, as divided by the Basic EPS and Diluted EPS as on March 31, 2024.
- (3) Restated Profit for the year attributable to equity shareholders divided by Net Worth of our Company.
- (4) 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 equities shares outstanding at the end of the year.
- (5) Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share.
- (6) The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value.
- (7) The peer group companies are not exactly comparable in all aspects of business and services that our Company provides.

Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 33 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 214 of this Draft Red Herring Prospectus

7. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 23, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our Peer review Auditors, M/s. K. K. Mankeshwar & Co, Chartered Accountants by their certificate dated October 23, 2024.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 156 and 221 respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 1 of this Draft Red Herring Prospectus.

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 Issue as per the disclosure made in the chapter titled “Objects of the Issue”, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

a) Key Performance Indicators of our Company*

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024		March 31, 2023		March 31, 2022	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Revenue from Operations ⁽¹⁾	7160.88	6350.45	6146.39	5968.03	5848.40	4332.02	4262.34
EBITDA ⁽²⁾	3085.20	3136.09	3096.73	1192.76	1301.75	915.67	1009.05
EBITDA Margin (%) ⁽³⁾	43.08%	49.38%	50.38%	19.99%	22.26%	21.14%	23.67%
PAT	1890.57	1653.95	1630.19	71.77	179.53	40.22	126.39
PAT Margin (%) ⁽⁴⁾	26.40%	26.04%	26.52%	1.20%	3.07%	0.93%	2.97%
Return on equity (%) ⁽⁵⁾	31.97%	53.52%	49.72%	3.54%	7.56%	2.00%	5.67%
Return on capital employed (%) ⁽⁶⁾	25.60%	31.68%	30.53%	9.95%	11.30%	7.71%	9.43%
Debt-Equity Ratio (times) ⁽⁷⁾	0.38	0.93	0.94	1.90	1.55	1.77	1.53
Net fixed asset turnover ratio ⁽⁸⁾	2.38	2.07	2.03	1.71	1.76	1.74	1.75
Current Ratio (times) ⁽⁹⁾	1.09	1.00	0.99	1.13	1.29	0.93	1.07

*As Certified by M/s. K. K. Mankeshwar & Co, Chartered Accountants by their certificate dated October 23, 2024.

Notes:

- 1) Revenue from operation means revenue from sale of our products and services
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income

- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- 5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- 6) Return on Capital Employed is calculated as Earnings before interest and taxes (EBIT) less Other Income divided by Capital employed (Equity+ Total borrowings+ Deferred tax liability)
- 7) Debt to Equity ratio is calculated as Total Debt divided by equity
- 8) Net Fixed asset turnover is calculated as revenue from operations divided by the sum of tangible and intangible assets.
- 9) Current Ratio is calculated by dividing Current Assets to Current Liabilities

b) Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

c) Comparison with Listed Industry Peers

As on March 31, 2024:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	Virtual Galaxy Infotech Limited	Veefin Solutions Limited	Network People Services Technologies Limited	Trust Fintech Limited
Revenue from Operations ⁽¹⁾	6146.39	2075.99	12751.16	3504.38
EBITDA ⁽²⁾	3096.73	911.58	4113.32	1771.01
EBITDA Margin (%) ⁽³⁾	50.38%	43.91%	32.26%	50.54%
PAT	1630.19	563.85	2670.64	1250.17
PAT Margin (%) ⁽⁴⁾	26.52%	27.16%	20.94%	35.67%
Return on Equity ⁽⁵⁾	49.72%	6.95%	62.04%	34.58%
Return on Capital Employed (%) ⁽⁶⁾	30.53%	6.75%	58.30%	36.34%
Debt to Equity ⁽⁷⁾	0.94	0.05	0.00	0.00
Net Fixed Asset Turnover Ratio ⁽⁸⁾	2.03	0.22	18.38	3.45
Current Ratio ⁽⁹⁾	0.99	4.68	3.69	3.66

As on March 31, 2023:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	Virtual Galaxy Infotech Limited	Veefin Solutions Limited	Network People Services Technologies Limited	Trust Fintech Limited
Revenue from Operations ⁽¹⁾	5848.40	1303.84	4078.69	2254.34
EBITDA ⁽²⁾	1301.75	468.42	1203.65	578.46
EBITDA Margin (%) ⁽³⁾	22.26%	35.93%	29.51%	25.66%
PAT	179.53	378.55	652.09	402.21
PAT Margin (%) ⁽⁴⁾	3.07%	29.03%	15.99%	17.84%
Return on Equity ⁽⁵⁾	7.56%	14.47%	25.76%	18.99%
Return on Capital Employed (%) ⁽⁶⁾	11.30%	10.40%	29.53%	19.45%
Debt to Equity ⁽⁷⁾	1.55	0.02	0.01	0.00
Net Fixed Asset Turnover Ratio ⁽⁸⁾	1.76	0.32	4.41	2.24
Current Ratio ⁽⁹⁾	1.29	2.00	2.74	3.22

As on March 31, 2022:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	Virtual Galaxy Infotech Limited	Veefin Solutions Limited	Network People Services Technologies Limited	Trust Fintech Limited
Revenue from Operations ⁽¹⁾	4262.34	618.89	1916.18	1763.25
EBITDA ⁽²⁾	1009.05	74.33	348.48	190.54
EBITDA Margin (%) ⁽³⁾	23.67%	12.01%	18.19%	10.81%
PAT	126.39	55.40	149.00	133.66
PAT Margin (%) ⁽⁴⁾	2.97%	8.95%	7.78%	7.58%
Return on Equity ⁽⁵⁾	5.67%	11.06%	10.37%	9.22%
Return on Capital Employed (%) ⁽⁶⁾	9.43%	4.61%	7.81%	8.70%
Debt to Equity ⁽⁷⁾	1.53	0.38	0.00	0.09
Net Fixed Asset Turnover Ratio ⁽⁸⁾	1.75	0.43	4.46	10.37
Current Ratio ⁽⁹⁾	1.07	0.63	2.55	4.92

Note:

- 1) Revenue from operation means revenue from sale of our products
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income
- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- 5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- 6) Return on Capital Employed is calculated as Earnings before interest and taxes (EBIT) less Other Income divided by Capital employed (Equity+ Total borrowings+ Deferred tax liability)
- 7) Debt to Equity ratio is calculated as Total Debt divided by equity
- 8) Net Fixed asset turnover is calculated as revenue from operations divided by the sum of tangible and intangible assets.
- 9) Current Ratio is calculated by dividing Current Assets to Current Liabilities.
- 10) Financial information for Virtual Galaxy Infotech Limited is derived from the Restated Standalone Financial Statements.
- 11) All the financial information for our Company and listed industry peers mentioned above is on a standalone basis is sourced from the annual reports as available of the respective company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 submitted to stock exchanges.

8. Justification for Basis for Issue price

- a) **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares**

Except as mentioned below, there has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding Bonus Issue of Shares, employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

(₹ In Lakhs)

Date of Allotment	No. of Equity Shares allotted	Face Value	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Amount
May 04, 2024	3,54,254	10/-	146/-	Cash	Preferential Issue	5,17,21,084
May 27, 2024	7,03,383	10/-	146/-	Cash	Preferential Issue	10,26,93,918
June 03, 2024	1,41,308	10/-	146/-	Cash	Preferential Issue	2,06,30,968
Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)						146.00
Weighted average cost of acquisition (WACA) after giving effect of Bonus Issue (in ₹ per Equity Share)						97.33

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

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), 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 the Company (calculated based on the pre- offer share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Since there is an eligible transaction of our Company reported in (a) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations and no transaction to report under (b) therefore, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities or Shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction) not older than three years prior to the date of this Draft Red Herring Prospectus, irrespective of the size of transactions, has not been computed.

d) Weighted average cost of acquisition, Issue Price

Based on the disclosures in (a) above, the weighted average cost of acquisition of Equity Shares as compared with the Issue Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹ [●]) *	Cap Price (₹ [●]) *
Weighted average cost of acquisition of primary issuances as per paragraph (a) above	146.00/-	[●]	[●]
Weighted average cost of acquisition of primary issuances as per paragraph (a) above after giving effect of Bonus Issue	97.33/-	[●]	[●]
Weighted average cost of acquisition for secondary transactions as per paragraph (b) above	Nil	NA	NA

* To be updated in the Prospectus prior to filing with RoC.

** As certified by M/s. RKAS & Co., Chartered Accountants through their certificate dated October 28, 2024.

e) Explanation for Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022.

[●]*

*To be included on finalisation of Price Band.

f) The Issue Price is [●] times of the face value of the equity shares

The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 33 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 214 of this Draft Red Herring Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Virtual Galaxy Infotech Limited
Plot N 3, Ring Road behind Dr. Mahatme Eye Bank,
Central Excise Colony, Chhatrapati Square,
Nagpur – 440015, Maharashtra, India

Dear Sir,

Subject - Statement of possible tax benefits (“the statement”) available to Virtual Galaxy Infotech Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Initial Public Offer of Equity Shares by Virtual Galaxy Infotech Limited

We hereby confirm that the enclosed Annexure 1 and 2 (together “the Annexures”), prepared by Virtual Galaxy Infotech Limited (“the Company”), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (“the Act”) as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India (together, the “Tax Laws”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. 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;
 - ii) the conditions prescribed for availing the benefits have been / would be met with; and
 - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. 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.
6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For M/s K. K. Mankeshwar & Co.
Chartered Accountants
Firm Registration Number: 106009W
Peer Review No: 013731**

**CA Ashwin Mankeshwar
Partner
M.No. 046219
UDIN: 24046219BKHJVQ5356
Place: Nagpur
Date: October 23, 2024**

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

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

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Prospectus.

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

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

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the GST Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Prospectus.

SECTION VI – ABOUT THE COMPANY

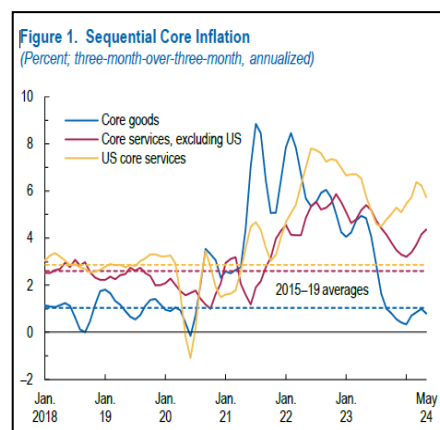
INDUSTRY OVERVIEW

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

GLOBAL ECONOMIC OVERVIEW

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

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



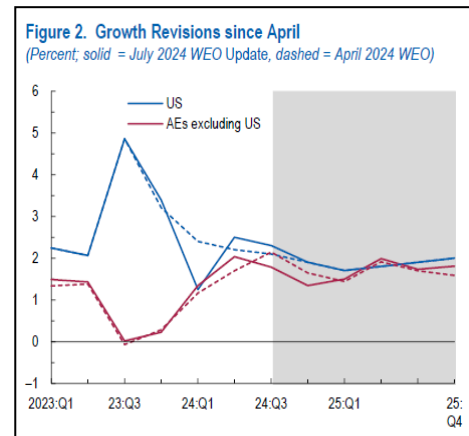
Global financial conditions remain accommodative. Although longer-term yields have generally drifted upward, in tandem with the repricing of policy paths, buoyant corporate valuations have kept financial conditions accommodative, broadly at the level of the April WEO. The increase in yields is likely to put pressure on fiscal discipline, however, which in some countries is already strained by the inability to rein in spending or raise taxes.

A Waxing and Waning Outlook

IMF staff projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, less than projected in the April WEO, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

Growth is expected to remain stable. At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global economic growth is broadly unchanged from that in April (Table 1). Under the hood, however, offsetting growth revisions have shifted the composition.

Among advanced economies, growth is expected to converge over the coming quarters (Figure 2). In the United States, projected growth is revised downward to 2.6 percent in 2024 (0.1 percentage point lower than projected in April), reflecting the slower-than-expected start to the year. Growth is expected to slow to 1.9 percent in 2025 as the labor market cools and consumption moderates, with fiscal policy starting to tighten gradually. By the end of 2025, growth is projected to taper to potential, closing the positive output gap. In the euro area, activity appears to have bottomed out. In line with the April 2024 projection, a modest pickup of 0.9 percent is expected for 2024 (an upward revision of 0.1 percentage point), driven by stronger momentum in services and higher-than-expected net exports in the first half of the year; growth is projected to rise to 1.5 percent in 2025. This is underpinned by stronger consumption on the back of rising real wages, as well as higher investment from easing financing conditions amid gradual monetary policy loosening this year. Continued weaknesses in manufacturing suggest a more sluggish recovery in countries such as Germany.



In Japan, the strong shunto wage settlement is expected to support a turnaround in private consumption starting in the second half. But the expectation for 2024 growth is revised downward by 0.2 percentage point, with the downward adjustment largely reflecting temporary supply disruptions and weak private investment in the first quarter. The forecast for growth in emerging market and developing economies is revised upward; the projected increase is powered by stronger activity in Asia, particularly China and India. For China, the growth forecast is revised upward to 5 percent in 2024, primarily on account of a rebound in private consumption and strong exports in the first quarter. In 2025, GDP is projected to slow to 4.5 percent, and to continue to decelerate over the medium term to 3.3 percent by 2029, because of headwinds from aging and slowing productivity growth. The forecast for growth in India has also been revised upward, to 7.0 percent, this year, with the change reflecting carryover from upward revisions to growth in 2023 and improved prospects for private consumption, particularly in rural areas.

With regard to Latin America and the Caribbean, growth has been revised downward for 2024 in Brazil, reflecting the near-term impact of flooding, and in Mexico, due to moderation in demand. However, growth has been revised upwards in 2025 for Brazil to reflect reconstruction following the floods and supportive structural factors (for example, acceleration in hydrocarbon production). For the Middle East and Central Asia, oil production and regional conflicts continue to weigh on prospects. The growth forecast for 2024 in Saudi Arabia has been revised downward by 0.9 percentage point; the adjustment reflects mainly the extension of oil production cuts. Projected growth in Sudan is revised markedly downward, as persisting conflict takes a larger toll on the economy. The forecast for growth in sub-Saharan Africa is revised downward, mainly as a result of a 0.2 percentage point downward revision to the growth outlook in Nigeria amid weaker than expected activity in the first quarter of this year.

Trade makes a recovery. World trade growth is expected to recover to about 3¼ percent annually in 2024–25 (from quasi stagnation in 2023) and align with global GDP growth again. The uptick in the first quarter of this year is expected to moderate as manufacturing remains subdued. Although crossborder trade restrictions have surged, harming trade between geopolitically distant blocs, the global trade-to-GDP ratio is expected to remain stable in the projection.

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 market 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. Near-term challenges aside, policymakers must act now to revitalize declining medium-term growth prospects. Striking differences in productivity trends across countries since the pandemic suggest that not all factors are cyclical and that decisive policy action is needed to enhance business dynamism and reduce resource misallocation to arrest weaknesses. Further boosting labor supply, especially by better integrating women and immigrants—key segments contributing to economic resilience in advanced economies—will mitigate demographic pressures, adding to potential growth gains. While emigration of the young and educated population can take a toll on source countries, the costs can be mitigated. Policies that help leverage diaspora networks, maximize the benefits from remittances, and expand domestic labor market opportunities are possible avenues.

Finally, the misuse of inward and domestically oriented policies compromises the ability to tackle global challenges—such as climate change—in regard to which multilateral cooperation and trade are vital. These policies are also often inadequate to address domestic issues, as they increase fiscal pressures and risk further distortions such as resource misallocation. All countries should thus scale back on use of trade-distorting measures and strive instead to strengthen the multilateral trading system.

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

INDIAN ECONOMY OVERVIEW

Introduction

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. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. 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. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

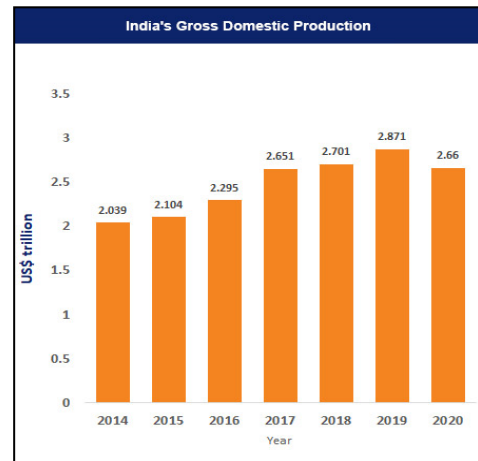
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has 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 because 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 in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% 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 period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

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 April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- 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\$ 8.06 billion) in India during January-April 2024.

- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 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 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.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.

- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).

- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- 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.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- 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.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- 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 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. 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).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

GLOBAL IT INDUSTRY

Strategy and tactics. As we enter 2024, those two main ingredients to success will feature heavily on the minds of business owners, tech workers and the industry at large. On the strategy side, you have the enormity of cybersecurity issues and the meteoric rise of generative artificial intelligence (AI) to consider with almost every decision. Tactically speaking, it's more about the little things: The refinements, new takes on old initiatives and other decisions aimed at running a better business or fostering a fruitful career in technology.

CompTIA's IT Industry Outlook 2024 explores various aspects of the strategic and tactical sides of the technology industry, workplace and society today. No doubt, it's been a challenging time globally. World events in Ukraine and the Middle East, in addition to economic and social challenges at home, are undoubtedly influencing decisions being made at the organizational level in the United States and abroad. Fears about cyberattacks, the business struggles wrought by tech skills gaps and talent shortages, and uncertainty about where something as explosive as AI technology will lead us will continue to weigh on minds in the year ahead.

But as this report details, there is much to be optimistic about, in spite and because of these challenges. Cybersecurity planning and AI deciphering might seem headache-inducing, but both promise tremendous opportunities across areas ranging from new and updated job roles to productivity and innovation gains for individuals and organizations. Companies and professionals that jump to the front on both these vectors will set themselves up for growth and a successful future path. Other opportunities are coming from attention to details: Businesses in the IT channel embracing marketing sophistication, employers doubling down on a multigenerational workforce or IT departments finally cracking the code for digital transformation's real promise—productivity.

As we enter 2024, matters both big and small will take center stage. Companies and individuals in the technology arena will have to decide for themselves which focus areas make most sense for the goals they are trying to accomplish, whether that's revenue growth, professional development, product innovation or more. The tools and the knowledge, however, are there for the taking.

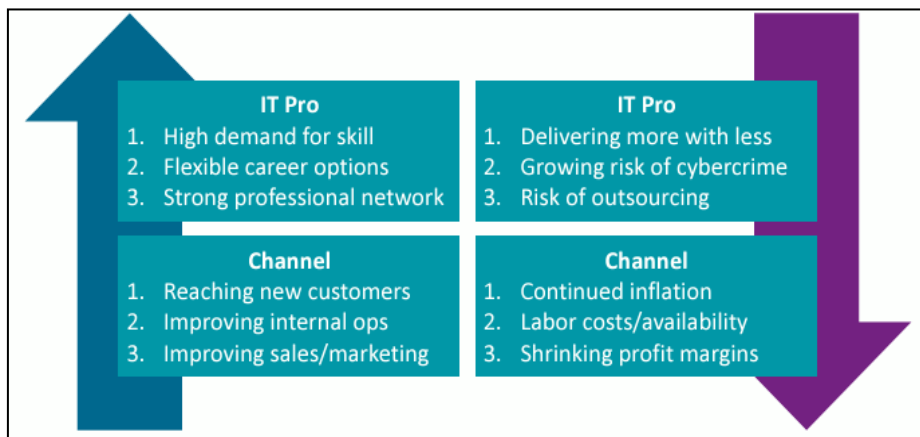
Before diving into the top trends for 2024, it's always good to get a read on how respondents are feeling generally about the year ahead. For the most part, both channel and IT professionals share a glass-half-full attitude. In fact, there's noteworthy optimism from the majority of respondents across several fronts, including their own career paths, business' prospects and the tech industry in general.

IT professionals report a mainly rosy outlook. A third of them say they are very optimistic about their career paths, their company's trajectory and the broader technology industry, while 4 in 10 take a slightly more tempered view and report being fairly optimistic about all three. Another 19% have mixed feelings, while just 7% acknowledge more negative concerns about the upcoming year's prospects. There's reason for tech pros to be optimistic about the future. Across every conceivable industry, well-compensated tech jobs and skills are in high demand. The options in terms of tech disciplines and job roles are voluminous, ranging from entry-level help desk and network techs to data scientists, cybersecurity experts and those tackling today's new AI projects.

If there's a downside to the IT pro work environment, it's stress. The need to continually deliver more services and skills across a tech environment that has only grown in complexity—especially when dealing with the constant threat of cybersecurity attacks and mitigation—can be overwhelming. Additionally, for some there are job security worries tied to the outsourcing of certain tech roles.



Wide Range of Issues Driving Sentiment



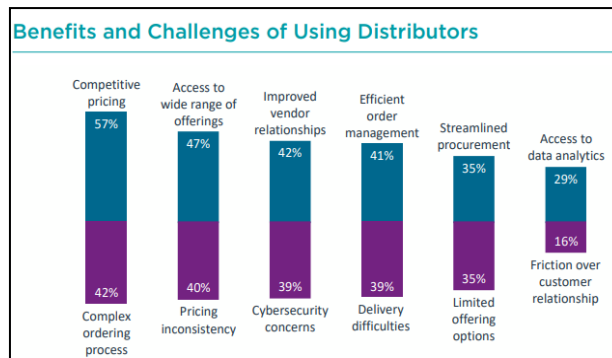
On the IT channel side, the main consideration when it comes to gauging sentiment is how their business is going to fare in the year ahead. Will it grow? Meet profitability goals? Acquire new customers? Most take a positive view of their prospects, with a net 68% saying they feel very good or pretty good about business in 2024. About a quarter (23%) have mixed feelings, while just 8% say they are uneasy. Most of the positive sentiment is predicated on the channel making improvements to their business and delivering on sales goals in 2024. Pessimism about the year ahead falls squarely on external factors such as stubborn inflation and the ongoing labor crunch. That said, 44% of channel firms expect to eclipse 2023 revenue and profit numbers in 2024, and another 43% at least expect stability on those fronts year-over-year.

We’ve all seen online marketplaces and e-commerce platforms run by Google, AWS, Microsoft, etc., flourish as one-stop-shopping bazaars for technology products and services (and everything else). Vendors can easily park their wares on these platforms for customers to one-click order or use as a gateway to the vendor’s own e-commerce site. Either way, the transactions are essentially direct in nature. The one-directional ease and ubiquity of this procurement model understandably unsettles many third-party channel firms. Most MSPs and solution providers simply can’t go toe-to-toe against these digital shopping malls for basic transactions. Nor can they replicate the model for themselves in a cost-effective manner—unless, of course, they have a partner with deeper pockets. That’s where IT distributors step in. Distributors, long the hardware fulfillment middle piece in the technology go-to-market chain, have been evolving their own business models to meet the cloud wave of computing. A key piece of that evolution has been their embrace of dynamic digital marketplaces and e-commerce platforms. Just as the Googles and Amazons of the world have done for the consumer market, the likes of Ingram Micro and newer, cloud-only companies such as Pax8 are using their ample resources, scale and tech aggregator status to build marketplaces that serve channel firms (and vendors) in a variety of ways. Use of these digital engines is on the rise among MSPs, solution providers and others building complex multivendor cloud-based offerings for their customers. Among the benefits? The capacity to mix and match multivendor products, tools and software subscriptions into a unified solution for customers; the right to choose who handles management of customer billing and payments; and finally, the ability to use distribution’s digital platform to white label their own e-

commerce site. More exciting are some of the newer capabilities that involve AI and data analytics and allow channel firms to track buying patterns, anticipate demand and predict inventory needs in real time. There are downsides and pitfalls with this approach, to be sure, but the availability of these solutions helps to level the playing field for smaller tech companies.

As IT distributors have pivoted to or launched anew as aggregators and enablers of cloud services and solutions that span many vendors, the channel has mostly gone along for the ride. More than half (56%) of respondents said they have used one of distribution’s cloudbased marketplaces and/or e-commerce platforms in the last year. These same channel firms likely are still availing themselves of traditional distribution services around fulfillment of hardware and other products but have begun to see the benefits of a ready-made cloud marketplace or platform environment to source their cloud services and solutions as well as promote and build their own.

The ways in which channel firms are using distribution for these services have many similarities but some important variations. For example, 47% of channel firms said they are using distribution’s marketplace capabilities to aggregate multivendor cloud services to build solutions for customers. A key piece of this interaction is that distribution handles direct billing to customers, then pays the channel firm on the back end. Conversely in another scenario, 41% are using distribution’s marketplaces in the very same way yet are handling the billing themselves. These billing scenarios are subtle yet significant differences in how channel firms are choosing to use these marketplaces. Distribution is wise to offer these alternatives. Why? For some firms, especially smaller channel providers, billing for cloud subscriptions that span across multiple vendors and contractual terms is a confusing maze that can overwhelm a limited staff. Using distribution’s automation capacities here helps. For others, direct billing is viewed as sacrosanct, a glue between the channel firm and its customers, so having flexibility to own this function is often non-negotiable.



A third way the channel is using distribution to assist with its go-to-market activities around cloud is via the latter’s e-commerce platform-building capabilities. Forty-seven percent of respondents said they are using distribution’s cloud-based platform to build out their own, white-labeled marketplace and/or e-commerce storefront to customers. Essentially, a channel firm becomes its own mini AWS to the customer backed by distribution’s engine for aggregation behind that façade. This type of use case looks to grow in 2024 when another 39% of respondents said they plan to use distribution to build their own marketplace.

Historically, marketing has played a backstage role in the business plans of most IT channel firms. Technical acumen is always the star, sales skills comprise the supporting cast and marketing/branding fill out the roles of extras. It’s ironic, given that the role of marketing is literally to promote the face of the company to the world (aka, customers). Slowly, however, the channel’s attention to marketing is changing for the better. Companies are allocating more dedicated budget and other resources to marketing activities, hiring full-time marketing professionals and generally demonstrating far more awareness about the significance of branding. Social media, influencer clout, content marketing, subscription models, decreased reliance on vendor and product as the brand and development of their own IP all factor into this awakening. As does the fact that today’s universe of technology services providers isn’t monolithic, but rather a multitude of companies and business models that look very different from the nearly uniform hardware resellers of yesterday. As a result, marketing can’t be one-size-fits-all. What works for a small-sized MSP in the Midwest will fail for an IT consultant looking to sell digital transformation services to large corporations, for example. Other pressures on marketing include a crowded landscape. In today’s cloud world, customers have myriad tech-buying options, including online marketplaces that easily grab attention but often overwhelm with choice. Firms that focus on marketing have a better chance of capturing that customer’s eye. There’s a cautionary note, however: Attracting a customer and closing the sale are not one in the same. So as exciting as it is to see marketing starting to get its moment, it’s important to underscore that it can’t be done in a silo. The next stage of effective marketing involves tight integration with sales efforts. Too often, this is not happening. For a simple example, consider a business.

development team that secures stacks of customer leads at an industry event only to fail to collaborate with the sales team for prompt follow-up post-event. That's money spent for little return. In the year ahead, the most effective channel firms will learn that marketing needs to grace the same stage as the sales players for optimal results.

Channel spending on marketing activities is trending up. Half of respondents said the percentage of total revenue allocated to marketing, not including any MDF dollars from vendors, ranged from 11% to 20% in the last year. That's a relatively staggering amount given the channel's well-documented history of underfunding marketing as a key business function. Beyond spending increases, respondents revealed additional momentum behind marketing when asked to identify their organization's general approach to the discipline. Four in 10 described their marketing efforts as strategic, with a well-defined game plan consisting of key metrics and dedicated staff. Another 30% said marketing as a function is more tactical, comprised of mostly ad hoc campaigns and activities with limited or no dedicated staff. That latter approach is consistent with where most of the channel has been historically with marketing, so it is notable that it is no longer cited as the predominant course. Finally, as is often the case with nuanced types of operations, a hybrid mix of strategic and ad hoc marketing activities is the reported approach taken by another 30% of respondents.

Going forward, forging a tight connection between marketing and sales will be the difference maker in terms of the effectiveness of marketing campaigns and the close rate for sales reps. One can't exist without the other in some kind of collaborative fashion. There's clearly more work to do along these lines as the channel continues to get more serious about its marketing efforts.

(Source: <https://connect.comptia.org/content/research/it-industry-trends-analysis>)

INDIAN IT INDUSTRY

Introduction The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.5% of India's GDP in FY23, and it is expected to contribute 10% to India's GDP by 2025.

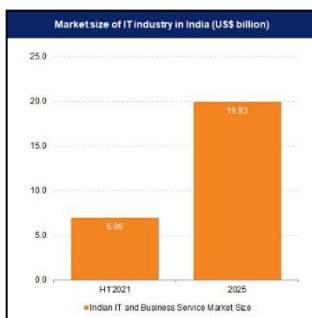
As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution. India is viewed by the rest of the world as having one of the largest Internet user bases and the cheapest Internet rates, with 76 crore citizens now having access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



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

Market Size



According to the National Association of Software and Service Companies (NASSCOM), the Indian IT industry's revenue touched US\$ 227 billion in FY22, a 15.5% YoY growth and was estimated to have touched US\$ 245 billion in FY23.

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.

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

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

India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's gross domestic product (GDP), Infomerics Ratings said in a report.

As an estimate, India's IT export revenue rose by 9% in constant currency terms to US\$ 194 billion in FY23. Exports from the Indian IT services industry stood at US\$ 199 billion in FY24.

The export of IT services has been 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.

Exports from the Indian IT industry stood at US\$ 194 billion in FY23. The export of IT services was the major contributor, accounting for more than 51% of total IT exports (including hardware). BPM, and Software products and engineering services accounted for 19.3% and 22.1% each of total IT exports during FY23.

The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.

Investments/ Developments

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

- Direct employment in the IT services and BPO/ITeS segment was estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
- The revenue of India's public cloud services market totalled US\$ 6.2 billion in 2022, and it is expected to reach US\$ 17.8 billion by 2027 growing at a CAGR of 23.4%.
- In November 2022, ICICI Bank introduced two new products for its NRI clients - Loan against Deposits (LAD) and Dollar Bonds, at its branch in GIFT City.
- In November 2022, Amazon Web Services announced the launch of its second AWS infrastructure region in India - the AWS Asia Pacific (Hyderabad) Region. By 2030, it is anticipated that the region will support more than 48,000 full-time jobs annually thanks to investments totalling more than US\$ 4.4 billion in India.
- In November 2022, Google established a partnership with local gaming startup SuperGaming through its Google Cloud division. As part of the collaboration, game developers who use Google Cloud to create, host, and distribute their games will have access to SuperGaming's SuperPlatform game engine.
- HDFC Bank partnered with Flywire to enable their customers to make fee payments digitally to overseas colleges and universities.
- In August 2022, Network People Services Technologies (NPST) announced that it was working on a banking super app. The high-end platform can be used by banks, fintech companies, and other BFSI players, and it will offer a seamless user experience with all banking, financial, and transactional services combined into a robust, smart app.
- In August 2022, PwC India announced that it was planning to hire 10,000 employees in the cloud and digital technologies space over the next five years.
- In October 2022, PE/VC investments in the technology sector stood at US\$ 157 million across 12 deals.
- The computer software and hardware sector in India attracted cumulative foreign investment (FDI) inflows worth US\$ 102.9 billion between April 2000-March 2024. The sector ranked second in FDI inflows as per the data released by the Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 15.6% of the cumulative FDI inflows.
- In July 2022, the Union Bank of India (UBI) launched a Metaverse Virtual Lounge and Open Banking Sandbox environment in partnership with Tech Mahindra.

- In June 2022, ZStack International, a worldwide market leader in cloud computing, IaaS, and PaaS solutions, announced that they were entering India and the SAARC Region.
- In June 2022, Redington India, an IT provider, entered into a multi-year strategic agreement with Amazon Web Services (AWS) to drive cloud technology adoption in India.
- American-Irish consumer credit reporting company Experian is planning a major expansion of its global innovation centre (GIC) in Hyderabad to about 4,000 employees over the next three to five years. According to sources, GIC will concentrate on employing emerging technologies in the BFSI (banking, financial services, and insurance) sector, including cloud computing, big data analytics, artificial intelligence, and machine learning.
- In 2021, PE investments in the IT sector stood at US\$ 23.4 billion.
- India's IT startup ecosystem received record investments of nearly US\$ 36 billion in privately held companies in 2021, up from US\$ 11 billion in 2020.
- In March 2022, Licious, India's largest tech-first, fresh animal protein brand, raised US\$ 150 million in a Series F2 funding round.
- In March 2022, Byju's raised US\$ 800 million in funding as part of a pre-IPO round, which values the Bengaluru-based company at about US\$ 22 billion.
- In March 2022, debt marketplace CredAvenue raised US\$ 137 million in a funding round led by Insight Partners, B Capital Group and Dragoneer Investment Group, which propelled the startup's valuation to US\$ 1.3 billion.
- In February 2022, Hasura, a software company which helps developers with tools, raised US\$ 100 million in a fresh funding round led by Greenoaks Capital, which elevated the company into a unicorn.
- In January 2022, Google announced plans to invest US\$ 1 billion in India's Bharti Airtel Ltd. to push India's digital ecosystem.
- Amazon partnered with Airtel to sell Amazon Web Services (AWS) to its customers and intends to inject US\$ 1.6 billion into their two upcoming data centres in Hyderabad.
- In November 2021, Wipro partnered with TEOCO to build solutions for communication service providers (CSPs) to improve network automation, efficiency, flexibility, and reliability.
- In August 2021, Tata Consultancy Services was adjudged a leader in the NelsonHall NEAT for CX Services in Banking, Financial Services, and Insurance (BFSI).

Government Initiatives

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

- In March 2024, The Cabinet approved an allocation of over Rs. 10,300 crore (US\$ 1.2 billion) for the IndiaAI 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 Rs. 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).
- In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- In August 2022, the Indian Computer Emergency Response Team (CERT-In), in collaboration with the Cyber Security Agency of Singapore (CSA), successfully planned and carried out the "Synergy" Cyber Security Exercise for 13 countries to build network resilience against ransomware attacks.

- In June 2022, STPI Director General Mr. Arvind Kumar stated that exports through STPI units have increased from Rs. 17 crore (US\$ 2.14 million) in 1992 to Rs. 5.69 lakh crore (US\$ 71.65 billion) in 2022.
- In May 2022, it was announced that Indians can now avail of their DigiLocker services through WhatsApp to get easy access to their official documents.
- In April 2022, the Indian Computer Emergency Response Team (CERT-In) issued Directions to strengthen cybersecurity in the country.
- The government introduced the STP Scheme, which is a 100% export-oriented scheme for the development and export of computer software, including the export of professional services using communication links or physical media.
- In November 2021, the government launched the Internet Exchange in Uttarakhand to enhance the quality of internet services in the state.
- The Karnataka government signed three MoUs worth Rs. 100.52 crore (US\$ 13.4 million) to help the state's emerging technology sector.
- In September 2021, the Indian government announced a plan to build a cyber-lab for the 'Online Capacity Building Programme on Crime Investigation, Cyber Law, and Digital Forensics' to strengthen cyber security capabilities.
- In September 2021, the Ministry of Electronics, and Information Technology (MeitY) organised a workshop under the theme of 'Connecting all Indians' to promote public and private stakeholders' interest in the country and expand internet access to remote areas.
- In September 2021, the Indian government launched the Meghalaya Enterprise Architecture Project (MeghEA) to boost service delivery and governance in the state by leveraging digital technologies, to make Meghalaya a high-income state by 2030.
- In September 2021, the Indian government launched Phase II of the Visvesvaraya PhD Scheme to encourage research in 42 emerging technologies in information technology (IT), electronics system design & manufacturing (ESDM) and information technology-enabled services (ITES).
- In September 2021, the Indian government inaugurated five National Institute of Electronics & Information Technology (NIELIT) Centres in three Northeastern states to boost the availability of training centres and employment opportunities.
- On July 2, 2021, the Ministry of Heavy Industries and Public Enterprises launched six technology innovation platforms to develop technologies for globally competitive manufacturing in India. The six technology platforms have been developed by IIT Madras, Central Manufacturing Technology Institute (CMTI), International Centre for Automotive Technology (iCAT), Automotive Research Association of India (ARAI), BHEL, and HMT, in association with IISc Bangalore.
- The Department of Telecom, Government of India and Ministry of Communications, Government of Japan, signed an MoU to enhance cooperation in areas of 5G technologies, telecom security and submarine optical fibre cable systems.

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

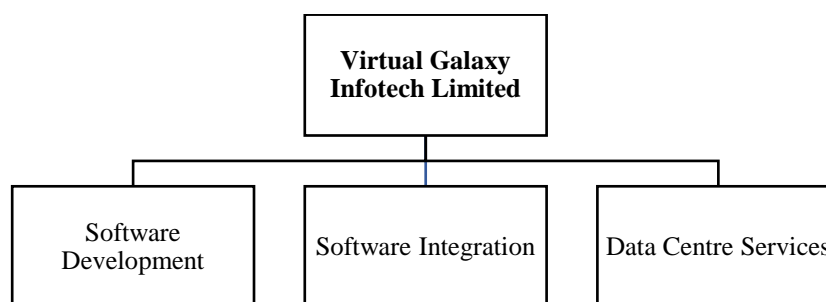
OUR BUSINESS

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 33, 214 and 221 respectively, of this Draft Red Herring Prospectus.

Unless otherwise indicated, the Restated Financial Statements included herein is based on our Restated Standalone Financial Statements for period ended September 30, 2024 and Financial Years ended on March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” beginning on page 214.

OVERVIEW

Our Company is a SaaS product focused company engaged in providing core banking software solution, IT solutions, ERP implementation and customized software solutions development, IT services for the BFSI, ERP, and E-Governance domains. We are primarily involved in the development, customization, installation, and implementation of software applications, along with comprehensive post-implementation support, monitoring, and maintenance services for the delivered solutions. To provide a seamless experience to our clients, we offer a range of essential allied services, ensuring that all software needs are met under one roof. Our wide range of offerings covers services including consultation, architecture, solution design, implementation, monitoring and managed services. Our solution offerings are as below:



Founded in 1997 in Nagpur, our Company has been delivering secure core banking solutions within a seamlessly integrated banking and financial ecosystem. Under the leadership of Avinash Narayanrao Shende and Sachin Purushottam Pande, we have built a diverse clientele including banks, microfinance institutions and non-banking financial companies (NBFCs). Our flagship product, E-Banker is a core banking solution designed specifically for banks, societies, and NBFCs. It is available **“on-premises with infrastructure”** i.e. it offers the flexibility to the customer to deploy E-Banker on their own premises with customized infrastructure. Alternatively, it is also available as off-the-shelf banking software solution in a **'Software as a Service'** (SaaS) model. This covers bundled solutions of software and hosting infrastructure on a rental basis for those preferring a hassle-free solution. In addition, we offer IBS-ERP, an ERP solution tailored for small and mid-sized enterprises, and e-APMC, an e-governance software developed for Agricultural Produce Market Committees (APMCs) and government organizations. Recently, we have expanded our product portfolio with V-Pay, a comprehensive enterprise digital payment solution, V-SOC, E-Autopsy Software, VGST and LOS (Loan Origination System / Module).

Our company holds several quality certifications including including ISO 9001:2015, ISO/IEC 27001:2013, ISO/IEC 20000-1:2018, and ISO/IEC 23001-7:2023. We believe that these certifications underscore our commitment to the highest standards in information security management, comprehensive IT solutions, and advanced software services. With over 26 years of operational experience and a dedicated team of more than 300 employees, we are providing software services to a diverse range of clients. Our clientele includes commercial bank, state cooperative banks, urban cooperative banks, district central cooperative banks, cooperative societies, NBFCs, Savings and Credit Cooperative Societies (SACCOs) under BFSI Sector, various corporate clients under Sugar Industry, Solvex, Textiles, Fertilizer & Seed Industry, Education etc. We are operating from our registered office situated at 3, Central Excise Colony, Chhatrapati Square, Ring Road, Nagpur – 440015, Maharashtra, India. Currently, we are serving customers in various state of India including Maharashtra, Goa, Mizoram, Uttar Pradesh, Telangana, Rajasthan, Manipur, Madhya Pradesh, Himachal Pradesh, Delhi etc and have expanded our reach to the international market including Tanzania and Malawi.

Below are the details of the product/solutions offered by our Company:

Product	Description	End Use Industry
E-Banker	A fully web-based, real-time, and centralized regulatory compliance solution backed by ASP.Net, core banking solution designed for corporate and retail banking automation. This solution used by banks in India and Africa (Tanzania and Malawi). It manages millions of transactions daily across numerous bank branches. It enhances customer service experience and provides a centralized Management Information System (MIS).	Commercial Bank, Co-operative Banks, Co-op. Societies, NBFCs, Micro-finance, SACCOs and other financial institutions.
IBS-ERP	Integrated Business Suite (IBS) is an ERP software designed to integrate all core functions essential for running a company, including finance, HR, manufacturing, services, supply chain and procurement. It provides a unified and comprehensive system to ensure the smooth flow of processes and information across the entire organization.	Sugar Industry, Textiles, Solvex, Fertilizer & Seed Industry, Education
E-APMC	E-APMC is a web-based e-auction, tendering and office automation software. The software is a comprehensive system meeting all the requirements of the APMCs & has been built to incorporate the business rules defined in the APMC act & rules. With a workflow-based system & role-based access it has been built with a number of features for easier use by the APMC staff, farmers, traders and commission agents.	APMCs, and is customisable for any other organization where e-Auction is required
V-Pay	A comprehensive enterprise digital payment solution, enables cashless transactions with simplicity, offering a consolidated platform for various payment receipt channels. Supports new payment receipt channels including UPI Payments, Aadhaar Pay, MicroATMs, DMT. Incorporates income receipt channels such as Bharat Bill Payment System (BBPS) / Non-BBPS, Ticketing, Insurance, Mutual Fund and Mobile Banking.	Cooperative Banks, NBFCs, Cooperative Societies etc.
V-SOC Virtual Security Operations Centre	V-SOC provides network connectivity solution and managed Services, enabling customers to focus on core business while enhancing IT department efficiency and system security	Cooperative Banks, Cooperative Societies, NBFCs, financial institutes, manufacturing and other business organisations
E-Autopsy Post-Mortem Department Automation Solution	The company's "E-Autopsy Software" provides a comprehensive automation solution for the post-mortem departments of recognized hospitals.	Healthcare Industry
VGST	VGST facilitates seamless GST compliance by offering tools for filing returns, generating e-invoices, eWay Bills and integrating data with the GSTN	Businesses, tax professionals, and accounting firms, who utilize these services for efficient GST compliance and management
LOS (Loan Origination System / Module)	A complete software for creation and processing of loan applications including KYC norms, disbursement of loans, recording and maintenance of requisite documentation in the said process and monitoring of loan cases.	Banks, Credit Unions, Mortgage companies and government agencies.

Our go-to-market strategy is built on a combination of direct sales and collaborations with channel partners. In India, we handle direct sales through our in-house team, while our channel partners and dedicated sales and business development teams manage sales in overseas markets. As of September 30, 2024, we have two channel partners in Tanzania and one channel partner in Israel. We offer our software solutions through both licenses and subscriptions model, with a focus on growing our revenue by acquiring new customers and expanding the user base within existing customer organizations. This dual approach enables us to maximize market penetration and foster long-term relationships with our clients.

OUR REVENUE MODEL

Our Company has flexible revenue model tailored to each client's needs. Typically, payments include a One-Time Cost (OTC) and Annual Recurring Charges (ARC), which are generally spread over a five-year period. The OTC can be settled in one or multiple instalments. This structure ensures financial flexibility and alignment with client project milestones. Our business has multiple revenue streams including from:

- a) Sale of products: Sale of software and related service, one-time upfront license fees in relation to the platform deployed on- Premise;
 - Annuity based revenue: recurring fees/charges from the following:
 - ATS/AMC: charges for annual technical support and maintenance (including updates) of licenses, and installation
 - Support: charges for support and development services
- b) SaaS: subscription fees for licenses in relation to platform deployed on cloud
- c) Sale of Hardware and hardware related services: milestone-based charges for implementation and development.

ORDER BOOK

The details of order book for our ongoing projects as of September 30, 2024, is as follows:

Particulars	State	No of projects	Order Book (₹ in lakhs)	Scope of services	Validity Year
BFSI	Karnataka	1	14.40	CBS Software	2025
	Madhya Pradesh	2	1.80	CBS Software	2025
	Maharashtra	24	3,542.45	CBS Software	2026
	Telangana	1	10.25	CBS Software	2026
	Goa	1	599.90	CBS Software	2026
	Export	9	1,018.13	CBS Software	2026
ERP	Maharashtra	5	82.02	ERP Software	2026
	Rajasthan	1	2.00	ERP Software	2026
Government	Maharashtra	1	25.00	ERP Software	2026
Total			5,295.95		

As certified by M/s RKAS & Co, chartered Accountant vide certificate dated October 24, 2024.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024		March 31, 2023		March 31, 2022	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Revenue from Operations ⁽¹⁾	7160.88	6350.45	6146.39	5968.03	5848.40	4332.02	4262.34
EBITDA ⁽²⁾	3085.20	3136.09	3096.73	1192.76	1301.75	915.67	1009.05
EBITDA Margin (%) ⁽³⁾	43.08%	49.38%	50.38%	19.99%	22.26%	21.14%	23.67%
PAT	1890.57	1653.95	1630.19	71.77	179.53	40.22	126.39
PAT Margin (%) ⁽⁴⁾	26.40%	26.04%	26.52%	1.20%	3.07%	0.93%	2.97%
Return on equity (%) ⁽⁵⁾	31.97%	53.52%	49.72%	3.54%	7.56%	2.00%	5.67%
Return on capital employed (%) ⁽⁶⁾	25.60%	31.68%	30.53%	9.95%	11.30%	7.71%	9.43%
Debt-Equity Ratio (times) ⁽⁷⁾	0.38	0.93	0.94	1.90	1.55	1.77	1.53
Net fixed asset turnover ratio ⁽⁸⁾	2.38	2.07	2.03	1.71	1.76	1.74	1.75

Key Financial Performance	September 30, 2024	March 31, 2024		March 31, 2023		March 31, 2022	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Current Ratio (times) ⁽⁹⁾	1.09	1.00	0.99	1.13	1.29	0.93	1.07

*As Certified by M/s. K. K. Mankeshwar & Co, Chartered Accountants by their certificate dated October 23, 2024.

Notes:

- 1) Revenue from operation means revenue from sale of our products
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income
- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- 5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- 6) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)
- 7) Debt to Equity ratio is calculated as Total Debt divided by equity
- 8) Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations.
- 9) Current Ratio is calculated by dividing Current Assets to Current Liabilities
- 10) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations

OUR COMPETITIVE STRENGTH

1. One stop solution provider

We provide a comprehensive one-stop solution for the banking and financial services sector, catering to the industry's needs with integrated software solutions. Our mission is to empower financial institutions with latest technology, streamlined processes, and strict compliance adherence, enhancing their operational efficiency and customer experience. Our core banking solution incorporates a wide range of functionalities, delivering a responsive and efficient platform for our clients. We believe that by integrating major functionalities, we ensure that financial institutions can seamlessly manage their operations, meet regulatory requirements and offer exceptional service to their customers.

The E-Banker solution is an all-encompassing platform designed to support both branch and head office operations seamlessly. It features capabilities, including Asset Liability Management (ALM), Anti-Money Laundering (AML), Fraud Risk Management System (FRMS), Human Resource Management System (HRMS), Cheque Truncation System (CTS), Automated Clearing House (ACH), and Electronic Know Your Customer (EKYC) with real-time automated document verification. In addition, the solution supports a wide array of payment channels such as RTGS, NEFT, IMPS, UPI, Aadhaar Enabled Payment Services, SMS Banking, Internet Banking, Mobile Banking, Agency Banking, RuPay Cards, ATMs, QR Codes, E-commerce, and PoS. By providing end-to-end solutions, E-Banker addresses the evolving needs of the banking industry, enabling institutions to operate more efficiently and deliver superior services to their customers.

2. Diversified business across several verticals

Our clientele spans multiple domains, including BFSI, ERP, and E-Governance. Our clientele includes commercial bank, state cooperative banks, urban cooperative banks, district central cooperative banks, cooperative societies, NBFCs, Savings and Credit Cooperative Societies (SACCOs) under BFSI domain, various corporate clients under Sugar, Solvex, Textiles, Fertilizer & Seed, Education industry under ERP domain and under E-governance domain, we are serving to Maharashtra Labour Welfare Board and Maharashtra State Agricultural Marketing Board (MSAMB). Below is a detailed breakdown of our vertical wise customer base.

(₹ in Lakhs)

Name of Industry	For the period ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
BFSI	6,627.45	92.55	5,625.31	91.52	5,419.56	92.67	4,015.68	94.22
ERP	490.04	6.84	322.10	5.24	278.20	4.75	176.10	4.12
E- Governance	43.39	0.61	198.98	3.24	150.64	2.58	70.56	1.66
Total	7,160.88	100.00	6,146.39	100.00	5,848.40	100.00	4,262.34	100.00

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

3. Diversified revenue streams

Our business benefits from a diversified revenue model, including income from license and subscription fees, implementation and development charges, as well as annual technical support (ATS), annual maintenance contracts (AMC), and support fees. The revenue breakdown for recent fiscal years is detailed below:

(₹ in Lakhs)

Type of Revenue	For the period ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Sale of products – Softwares and related Services such as ATS, AMC	2,802.12	39.13	2,043.60	33.25	2,119.34	36.24	1,066.53	25.02
SaaS Revenue	3,191.43	44.57	2,992.85	48.69	2,418.68	41.36	2,220.38	52.09
Sale of Hardware and hardware related Services	1,167.33	16.30	1,109.94	18.06	1,310.38	22.41	975.43	22.88
Revenue from operations	7,160.88	100.00	6,146.39	100.00	5,848.40	100.00	4,262.34	100.00

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

With over 26 years of experience and a dedicated team of around 329 employees, we are providing advanced software services to Commercial banks, state cooperative banks, urban cooperative banks, district central cooperative banks, cooperative societies, NBFCs, and Savings and Credit Cooperative Societies (SACCOS). Currently, we serve clients across more than 15 states in India and have expanded our reach to the international market such as in Tanzania and Malawi.

4. Recurring and non-recurring, repeat revenues from long standing customer relationships

We are maintaining long-standing relationships with our customers, which allow us to cross-sell a broad range of products and services and acquire new clients. Our strategy includes conducting regular senior management reviews with key customers to gather feedback and identify future opportunities. We believe that we leverage our industry-specific expertise to offer tailored solutions across various business verticals, industries, and geographies. Our commitment to customer satisfaction is a cornerstone of our business, helping us to strengthen these relationships over time. Based on the nature of our revenue streams, our income can be classified as follows:

- **Recurring Revenues** from existing customers for ATS/AMC and SaaS purchases, which are annuity-based and billed monthly, annually, or periodically.
- **Non-recurring Revenues** from existing customers, including additional license fees, subscription charges, add-on modules and/or features, and implementation charges for new branches or users.
- **New Revenues** from existing customers as well as new customers purchasing new product suites or solution frameworks, expanding beyond their previous purchases of our platform or specific suites.

The described revenue model has substantial implications for our annual financial performance. Our company generates over-the-counter (OTC) revenue from both ongoing projects with existing clients and new contracts with incoming clients. Additionally, we benefit from a recurring annual revenue cycle (ARC) stream from our existing clientele. This dual revenue stream structure offers a predictable flow of income from established client relationships, providing a reasonable level of certainty. However, revenue from new clients can fluctuate based on market conditions and our ability to secure new contracts. The following section provides a breakdown of our revenue from existing and new customers.

(₹ in Lakhs)

Name of Industry	For the period ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	New	Existing	New	Existing	New	Existing	New	Existing
BFSI	1,761.06	4866.39	809.7	4,816.10	996.73	4,418.92	251.74	3,763.22
ERP	12.78	477.26	122.1	199.51	84.66	197.45	11.40	165.42
E- Governance	-	43.40	-	198.98	-	150.64	70.56	-
Total	1,773.84	5,387.04	931.80	5,214.59	1081.39	4,767.01	333.70	3,928.64

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

5. Experienced promoters and senior management team with strong industry expertise and successful track record

Our operations are conducted by an experienced management team including Avinash Narayanrao Shende, our Chairman, Executive Director and CFO, and Sachin Purushottam Pande, our Managing Director and CTO, having over 26 years of experience in the IT industry. Our experienced senior management team has been pivotal in driving the growth of our operations, with many members having been with the company for over 15 years. Their industry knowledge and long-standing association with the company have enabled us to anticipate and capitalize on evolving market trends, manage and expand our operations, and strengthen our client relationships. As of September 30, 2024, our company comprises more than 300 employees, including data analysts, engineers, developers, designers, database administrators, project managers and quality assurance specialists, all with expertise in the banking domain.

6. *Growing our business through intellectual property capabilities*

We are committed to investing in the creation of new intellectual property, which has led to the development of several proprietary products. We hold copyrights for “E-Banker”, “LOS (Loan Originating System/Module)”, “IBS-ERP”, “VPAY (Web Version)”, “VPAY (Mobile Version)”, and “E-Autopsy Software”. In addition to copyrights, we have registered trademarks for our logos, including “VirtualGalaxy”, “E-Banker”, “eAPMC”, “VPAY”, “VIRTUALPAY”, and “V-Connect”. Our ongoing efforts in intellectual property development have resulted in value-added products and services. We plan to continue investing in this area to build systems that showcase our credibility and technical expertise. We aim to monetize our intellectual property by offering premium services and licensing our proprietary software solutions to customers. Looking forward, we will leverage our software development capabilities to design, develop, and market proprietary niche software solutions in select international markets, driving further growth and expansion.

7. *Quality assurance and quality certification*

Our Quality Assurance (QA) team is dedicated to ensuring the highest performance standards for the developments made by our software development team. We create comprehensive, end-to-end test cases and conduct thorough examinations in both sandbox and production environments. Any bugs identified during testing are promptly reported back to the development team for refinement and redevelopment, ensuring that the final product delivers a seamless user experience. Once we have assurance from all stakeholders within our company, the development team proceeds to deploy the product live in the customer's production environment. Our rigorous quality control and assurance processes have earned us several certifications, including ISO 9001:2015, ISO/IEC 27001:2013, ISO/IEC 20000-1:2018, and ISO/IEC 23001-7:2023. These certifications underscore our commitment to the highest standards in information security management, comprehensive IT solutions, and advanced software services.

OUR STRATEGY

1. *Establishing a robust facility at Mihan SEZ, Nagpur to accommodate additional personnel.*

Our Company propose to develop a new facility at Mihan SEZ, Nagpur to build the Company's owned office/ infrastructure and create additional space for our business, enhance business opportunities and to increase our ability to accommodate additional skilled manpower. We propose to use the said facilities for software development and related activities and it will function as an export-oriented unit ("EOU") which will be mainly engaged in providing global Core Banking services and IT solutions. Currently, our Company is operating from our registered office which is taken on lease from Avinash Narayanrao Shende, one of our promoters. In addition to the registered office, we have taken an office space at office space no. 01, 02, second floor, A wing, south and north block at central facility building, Mihan SEZ, Nagpur, as a temporary set up until the completion of proposed Mihan unit. Our company is in process to execute the lease agreement for the said arrangement.

As on September 30, 2024 we have a workforce of 329 employees and now we are in process of hiring and planning to grow our workforce from the existing 329 employees to approximately 500 people within the next two years. Our current offices, accommodate 329 employees which is already stretched beyond its capacity. We are strategically preparing to develop a new facility in Mihan SEZ to address this and support the anticipated growth. For further details of additional workforce required for the product development please refer the section titled “*Object of the Issue*” on page 113.

2. *Expand our business and geographical footprint*

We aim to meet the growing demands of our existing customers while expanding our customer base by enhancing our geographical reach. Currently, we are serving customers in various state of India including Maharashtra, Goa, Mizoram, Uttar Pradesh, Telangana, Rajasthan, Manipur, Madhya Pradesh, Himachal Pradesh, Delhi etc. Expanding our presence into additional regions will allow us to tap into larger markets and gain direct access to clients, enabling a deeper understanding of their needs. In addition to our strong domestic presence, we are also focused on expanding our footprint in international markets. Our Company has identified Africa as a key growth market for its banking and fintech solutions. The company has already secured core banking orders in Tanzania and Malawi. Our Company intend to leverage these

initial successes to expand our presence across other African countries, targeting both urban and rural financial institutions. In addition, our Company aims to penetrate the Asia Pacific market, focusing on countries with developing banking sectors and a growing need for digital financial solutions. Our Company intend to tailor its products to meet the specific regulatory and cultural requirements of each target country in the region. The following section details our geographical revenue distribution for recent fiscal years.

(₹ in Lakhs)

Name of Industry	For the period ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	New	Existing	New	Existing	New	Existing	New	Existing
India	1,773.84	5,365.43	912.57	4,784.29	910.13	3,856.88	329.34	3,541.73
Export	-	21.61	19.23	430.31	171.26	910.13	4.36	386.91
Total	1,773.84	5,387.04	931.80	5,214.60	1,081.39	4,767.01	333.70	3,928.64

As certified by M/s RKAS & Co. chartered Accountant vide certificate dated October 25, 2024.

3. *Building-up as a professional organization & attracting bright talents to the company*

We believe for a business to grow beyond a certain size, it needs to be run as a professional organization. No organization runs in a promoter-centric or an unorganized manner can become a large business. We believe in transparency, commitment and coordination in our work, with all our stakeholders. We have the right blend of experienced and dynamic team and staff which takes care of our day to-day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business.

4. *Elevating market presence: Unleashing the potential of our product portfolio*

We offer a wide ranging and diversified products designed specifically for commercial and cooperative banks, as well as financial institutions. Our offerings include:

- Core Banking Software
- IT Solutions
- ERP Implementation
- Customized Software Development

These products cater to the needs of the Banking, Financial Services, and Insurance (BFSI) sector, as well as the ERP and E Governance verticals. We believe that we have successfully positioned them in the market on a substantial scale across various domains. Our commitment to innovation ensures that we remain competitive and relevant in a rapidly evolving industry. To drive the growth of our business, we have devised a strategic plan to broaden the scope of our software services. By offering additional services through comprehensive maintenance and support facilities for our product range, we aim to expand our reach and further enhance the reputation of our brand. In addition to expanding our service offerings, we also intend to enhance our existing product range by creating customized packages tailored to the specific needs of our customers.

To further enhance our market presence, we are embarking on an aggressive marketing strategy. This includes leveraging social media platforms, hiring additional workforce for marketing and collaborating with marketing managers and strategic partners to effectively promote our products and services. By harnessing these channels, we aim to reach a wider audience and drive growth in our business. To capitalize on the increasing demand for innovative software solutions in the BFSI sector, we have developed a comprehensive sales strategy tailored to the Indian market as well as overseas market. Our approach prioritizes the needs of our customers, emphasizing the importance of building strong, lasting relationships and delivering solutions that provide tangible value.

5. *Improving functional efficiency*

We are committed to improving operational efficiencies as a key strategy to achieve cost reductions and gain a competitive edge in the marketplace. We recognize that by streamlining processes and embracing technology, we can enhance our performance and deliver greater value to our clients. We believe that ongoing process improvement is essential for driving efficiency. By regularly assessing and refining our workflows, we can identify opportunities for optimization that lead to significant cost savings. This commitment to continuous improvement ensures that we stay agile and responsive to the changing demands of our industry.

To further bolster our operational capabilities, we are dedicated to investing in technology development. By leveraging the latest tools and innovations, we can enhance our productivity and streamline our operations. This proactive approach not only improves our internal processes but also positions us to better serve our clients. Operational excellence is a core

value throughout our organization. We foster a culture of quality and accountability, ensuring that every employee is aligned with our commitment to delivering exceptional results. This strong quality commitment empowers our team to take ownership of their roles and contribute to our overall success. Our dedication to operational procedures and quality ensures that we consistently deliver outstanding value to our clients and stakeholders.

OUR SOLUTIONS AND SERVICES

Our company excels in delivering a comprehensive suite of software-related services, including development, customization, installation, and implementation of software applications. We are committed to ensuring the success of these solutions through post-implementation support, monitoring, and maintenance. In addition, we are also providing a range of allied services essential for the effective utilization of our software. Our operations are structured into three primary verticals. In **Software Development**, we design and build solutions tailored to meet the needs of each client. Our **Software Integration** services ensure that various software systems work seamlessly together, optimizing performance and efficiency. Through our **Data Centre Services**, we offer data centre with all-in-one solution, an automated system is designed to manage various aspects of data centre easily, efficiently and quickly. It also includes power protection, increased security, and controls with a high level of privacy and flexibility.

We believe that by integrating these diverse services under one roof, we provide a unified and efficient approach to managing all aspects of software and data needs of our clients.

SOFTWARE DEVELOPMENT

We are offering a diverse portfolio of software solutions that we have developed to cater to a variety of industry needs. Here is an overview of the key software applications developed by our Company:

i. E-Banker:

Our flagship solution, E-Banker, is a core banking system designed for banks, societies, and non-banking financial companies (NBFCs). E-Banker automates both corporate and retail banking processes, providing a centralized system tailored for banks and financial institutions. Our focus is on delivering comprehensive business solutions driven by latest technology to help enterprises overcome their specific challenges.

E-Banker addresses the needs of the banking, financial services, and insurance (BFSI) sector, including small and growing co-operative societies, savings and credit cooperatives (SACCOS), and similar institutions. It is a web-based software solution that offers flexible deployment options. Customers can choose to deploy E-Banker on-premises with their own infrastructure, allowing for greater control and customization. Alternatively, E-Banker is available as a 'Software as a Service' (SaaS) model, which includes a bundled solution of software and hosting infrastructure on a rental basis. This SaaS option provides a hassle-free, cost-effective solution with minimal capital expenditure (Capex) and economical operational expenditure (Opex), while ensuring high uptime for core banking applications.

Key Features:

- **24/7 High-Volume Processing:** Capable of managing large transaction volumes with uninterrupted availability, ensuring seamless operations at all times.
- **Advanced Security Management:** Incorporates security protocols, including application-level safeguards and role-based access control, to protect sensitive data.
- **Versatile Deployment Options:** Offers flexibility with centralized, decentralized, and hybrid deployment models to suit different operational requirements.
- **Operational Risk Controls:** Features comprehensive risk management tools, including limit settings, collateral management, and monitoring of non-performing assets.
- **Multi-Channel Support:** Compatible with a variety of delivery channels, such as ATMs with EFT Switching, Internet Banking on any mobile device, Tab Banking, NEFT/RTGS/IMPS, POS terminals, and call centers/help desks.
- **Effortless Integration:** Easily integrates with existing systems through the flexible enterprise edition technology, accommodating customizable configurations and transaction volumes.
- **Extensive Functionality:** Provides a broad range of features, including core banking, CRM, e-banking, mobile banking, payments, digital commerce, loan origination, liquidity management, financial inclusion, treasury, and wealth management.

Additionally, E-Banker includes a suite of back-office modules linked with the core banking system (CBS). These modules are customizable, enabling banks to design and generate their own reports, create statutory reports, and perform

various administrative functions. E-Banker comes equipped with a range of core modules, add-ons, and interfaces to cater to diverse banking needs. Some of the add-on modules can be purchased individually or as part of a complete solution bundled with the Core Banking System (CBS). Detailed information about the core modules, add-ons, and interfaces is outlined below:

IN BUILT MODULES	ADD-ON SOLUTIONS	INTERGRATIONS & INTERFACES
<ul style="list-style-type: none"> ▪ Management Information System (MIS) ▪ Reconciliation ▪ Share and Membership ▪ Credit Appraisal Management System ▪ Treasury and Investment ▪ Fixed Assets Management ▪ Inventory 	<ul style="list-style-type: none"> ▪ Internet, Mobile, Tab & SMS Banking ▪ HRMS with Integrated Digital Signature including FN-16 ▪ OSS (Off-Site Surveillance) ▪ ALM (Asset Liability Management) ▪ AML (Anti-Money Laundering) ▪ FRMS (Financial Risk Management System) ▪ Treasury Management ▪ Suite Files System (SFS) ▪ Complete Digital Payment Channels ▪ CTS (Cheque Truncation System) ▪ NACH (National Automated Clearing House) ▪ GST Module ▪ Micro ATM ▪ CRM ▪ MIS & Business Intelligence Tool ▪ LOS (Loan Originating System) & Credit Appraisals ▪ DBTL, PMJJBY, PMSBY & APY ▪ DIGI Locker, Mobile Wallets Integration ▪ Rupay KCC (Rupay Kisan Credit Card) 	<ul style="list-style-type: none"> ▪ NFS (National Financial Switch Integration) ▪ RTGS / NEFT / IMPS / UPI ▪ NACH (National Automated Clearing House) ▪ AEPS (Aadhar Enabled Payment System) ▪ E-KYC, CKYC, CIBIL ▪ Payment Gateway: ATMs, Internet, Mobile, Kiosk, POS, Cards, and other Payment Gateways ▪ SMS: ▪ Insurance ▪ Mutual Funds
<p>Built on: A fully web-based, real-time, and centralized regulatory compliance solution, leveraging ASP.NET, Oracle technology, and mobile technologies.</p>		

ii. **IBS-ERP:**

Integrated Business Suite (IBS) is a comprehensive ERP software designed to unify core business functions, including finance, HR, manufacturing, services, supply chain and procurement, into a single, integrated system. This ensures smooth and efficient flow of processes and information across the entire organization.

The IBS-ERP system empowers organizations by enabling employees to be more innovative and engaged, leading to improved efficiency and productivity. By automating processes, the system enhances accuracy, consistency, and compliance. IBS-ERP provides real-time insights, helping businesses tackle complex challenges and make informed decisions. We offer tailored IBS solutions based on industry-specific needs, including:

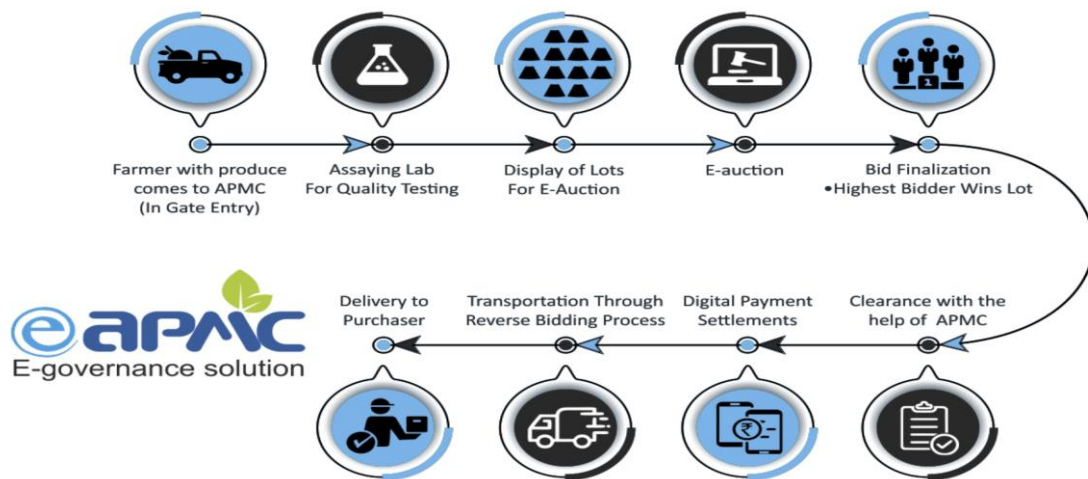
Nature of Industry	Functional Module
<p>Solvex Industry: IBS solution for Solvex industries is a fully integrated & cloud web-based ERP software package that has been designed for mid/ large sized manufacturers/ production units keeping in mind. The software is capable of handling all functions of an enterprise.</p>	<ul style="list-style-type: none"> ▪ ERP Administration ▪ Finance & Accounting ▪ Raw material purchase ▪ Store Material Purchase ▪ Warehouse (Stores & Inventory) ▪ Mandi Purchase (Motar cut/ Direct/ Comm. Agent) /Purchase Payable of Raw Material (Sauda patti, Office ▪ Weighing Bridge and RFID ▪ Quality Control (Pre. gate, Final Q.C.) ▪ Production /BOM (Oil, DOC, Others)

Nature of Industry	Functional Module
	<ul style="list-style-type: none"> ▪ Sales, Marketing & Receivable (Contract, DO, Weighing Bridge, GST Invoice.) ▪ Import & Export Module ▪ HR & Payroll ▪ Plant Maintenance ▪ Management Information System (MIS) ▪ Mobile Applications for Booking Sales and purchase of Seed.
<p>Textiles – ERP: Textile manufacturing revolves around three entities: customers, banks and suppliers. A customer gives a sales order to the company and this forms the basis for Production planning. Raw material is purchased and dispatched to the mill. Receipts and payments are made through banks. Before the ERP deployment, most of the work was done manually resulting in inaccuracies like incorrect or missing entries. With the new system, the group can maintain its procedures. ERP has enabled accountability, accuracy, and transparency without breaking the existing workflow</p>	<ul style="list-style-type: none"> ▪ Weaving: Yarn requisition, warping, job work, hard waste, sizing, looming. ▪ Spinning: Doubling, bleaching, winding, gassing, spooling. ▪ Sales: for order acceptance, shipping and invoicing. ▪ Planning: for optimizing and scheduling of Production orders. ▪ Manufacturing: for the management of the Production cycle, including dye-house management & quality control. ▪ Inventory & Purchasing: for the optimization of reordering, stock control and valuation policies. ▪ Costing: for the monitoring and control of standard and actual costs.
<p>Sponge Iron & Casting Unit ERP: ERP for the steel industry is designed with requirements of the steel industry. The ERP System is designed for metal service centers, steel service centers, steel stockholders, plate processors, metal distributors, metal processors, toll processors, building solution distributors and tube mills.</p>	<ul style="list-style-type: none"> ▪ Bill of material management. ▪ Material Production scheduling. ▪ Material Requirement planning. ▪ Purchase Management. ▪ Production Management. ▪ QC & Assurance. ▪ Job work Management. ▪ Plant Maintenance. ▪ Accounts & Finance ▪ Human Resource
<p>Sugar Industry-ERP: This package enables the enterprise to achieve greater solution and implement process re-engineering, helping the company to be adaptable and proactive as market forces change.</p>	<ul style="list-style-type: none"> ▪ Financial Accounting, ▪ Stores Accounting, ▪ Payroll, ▪ Farmer, Harvester and Transporter ▪ Cane Registration and Agreement. ▪ Cane cutting & Order Permits, ▪ Cane accounting and Lab Analysis. ▪ Laboratory Management ▪ NSW Integration ▪ GPS Tracking
<p>Education- ERP: The education management solution is an integrated web based enterprise solution (ERP) for all Educational Institutes;</p>	<p>Academic Module: This module helps take care of all academic & educational processes of the educational institutions, including,</p> <ul style="list-style-type: none"> ▪ Admission & Registration ▪ Student Administration ▪ Examination & Result Analysis ▪ Time Table Generation ▪ Library Management ▪ Fitness Academy ▪ Promotion & Alumni <p>Administrative Module This module is responsible for automating the administrative & back-end responses of the institution. These include,</p> <ul style="list-style-type: none"> ▪ Fee Management ▪ Hostel Management ▪ Financial Accounting ▪ Asset Management ▪ Inventory ▪ Payroll Management

Nature of Industry	Functional Module
	<p>The services of Education ERP are available online as well as in a mobile-friendly format suiting the needs of various users. The Online version of services provides,</p> <ul style="list-style-type: none"> ▪ Online Question Bank ▪ Online Examination ▪ Front Office Management ▪ Online Syllabus Management ▪ Web Reports <p>The mobile version of the service includes various apps & services like,</p> <ul style="list-style-type: none"> ▪ Parents App ▪ Teachers App ▪ Online Payment ▪ Bus Tracking

iii. E-APMC – e-Trading Platform for Agri-Commodities:

e-APMC is a web-based application designed to meet the diverse needs of Agricultural Produce Market Committees (APMCs). Featuring an array of functionalities, e-APMC simplifies operations for APMC staff, traders, and commission agents. Developed with adherence to the APMC Act’s rules and regulations, e-APMC ensures compliance while facilitating smooth interactions among key stakeholders. The platform adopts a holistic approach to benefit all participants, including farmers, traders, commission agents (CAs), APMC staff, and management. Following outlines the process flow of e-APMC:

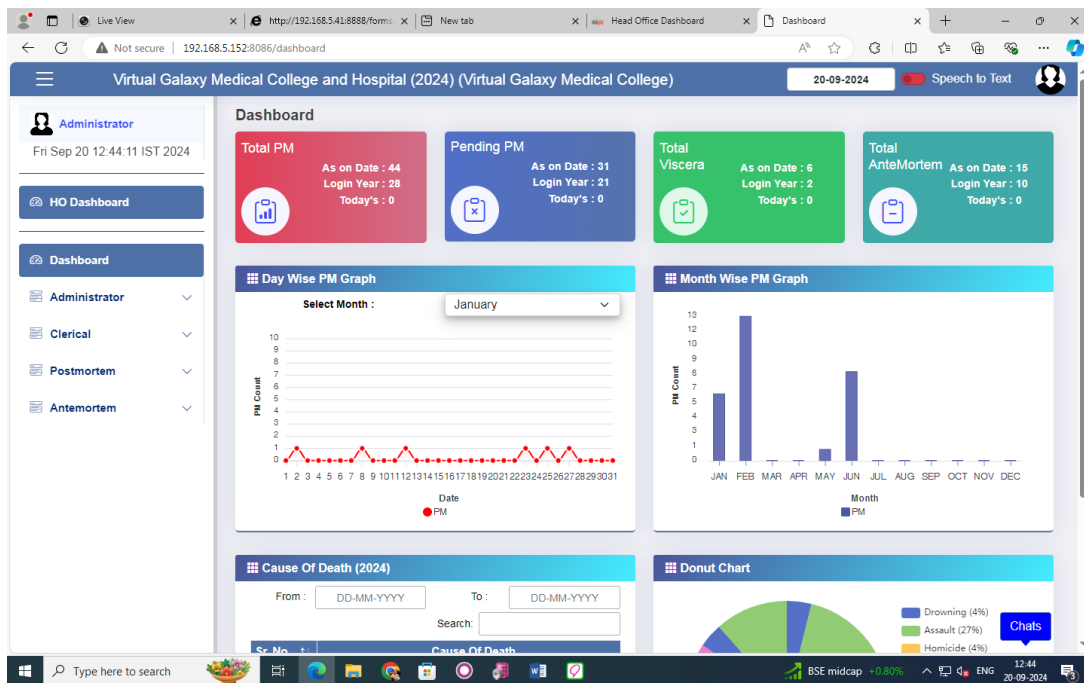


iv. E-Autopsy Post-Mortem Department Automation:

It is a web based end-to-end solution specially designed for post mortem departments. It enables access to the right information & workflow thereby freeing the staff to spend more time on delivering their core task of post-mortem and extending the reach of services. The software is designed to cover a wide range of management information system (MIS) reports. The solution features unparalleled flexibility & scalability, comprehensive report types, easy customization, intuitive visuals and interactive graphics that simplify complex tasks.

Functional Module

▪ Module Master	▪ Post mortem viscera	▪ Forensic medical age estimation	▪ Parameter Report
▪ Post mortem Report	▪ User master Report	▪ Viscera chemical analysis report	▪ Sexual assault Report
▪ Injury Report	▪ Examination of weapon Report	▪ Histopathology	▪ Death Certificate



Benefits to various Organization and Relatives:

- Government Department
- Medical Organizations
- Police Department
- Benefits during Legal Proceedings
- Laboratories Conducting Investigations
- Benefits to Doctors
- Benefits to Medical Students
- Benefits to Family and Relatives of deceased person

v. V-Pay:

V-Pay serves as a comprehensive platform for all types of digital payment transactions. It provides co-operative banks, societies, and individual users with multiple payment options, allowing them to accept and make payments through various methods, including UPI. V-Pay integrates a range of new payment receipt channels such as UPI, Aadhaar-Pay, payment gateways, BBPS, Micro-ATM, and general insurance, offering a unified solution for diverse payment needs.

V-Pay is fully integrated with our Core Banking solution, E-Banker, but can also be utilized independently to meet digital payment requirements.



vi. VGST:

VGST is designed to streamline GST compliance by providing comprehensive tools for filing returns, generating e-invoices and creating e-way bills, with seamless integration to the GST Network (GSTN). Our solution supports businesses in managing their goods and services tax obligations efficiently.

VGST offers a suite of services including GST registration, accurate filing of GST returns, advisory on GST laws, software solutions for compliance, audit support, and representation in interactions with tax authorities. Our goal is to help businesses remain compliant, avoid penalties, and optimize their GST-related processes. VGST software is versatile, available both as a standalone solution and as an integrated module within our E-Banker and ERP Software systems.

vii. V-SOC (Cyber Security Solutions):

Our Company offers a comprehensive cyber security solution known as V-SOC (Virtual Security Operations Center). This solution is designed to enhance the security posture of organizations by providing robust network connectivity solutions and managed services.

Network Connectivity Solution and Managed Services

V-SOC provides a network connectivity solution that ensures secure and reliable communication across various branches and locations. This solution is pivotal for organizations looking to maintain seamless operations while safeguarding their data and network integrity.

- Multiple Gateways and VPN Tunnel Access: V-SOC enables secure remote access through multiple gateways and VPN tunnels, ensuring that data transmission across the network is encrypted and protected from unauthorized access.
- V-Connect (Virtual Private Network): V-Connect facilitates secure data transmission, encompassing voice, video, and textual data. This feature ensures that all communications are encrypted, maintaining the confidentiality and integrity of the data being transmitted.

NOC and SOC for Network Compliance and Cyber Threat Mitigation

Our V-SOC solution includes a Network Operations Center (NOC) and Security Operations Center (SOC). These centers are integral to maintaining network compliance and mitigating cyber threats.

- Network Operations Center (NOC): The NOC is responsible for monitoring and maintaining service level agreements (SLAs), ensuring that the network remains operational and compliant with business requirements. It also safeguards the network against natural disasters and other disruptions, ensuring business continuity.

- **Security Operations Center (SOC):** The SOC is dedicated to identifying and mitigating cyber threats. It employs advanced threat detection and response mechanisms to protect the network from cyber-attacks. The SOC's proactive approach ensures that potential threats are identified and neutralized before they can cause significant harm.

Key Features of V-SOC

V-SOC is equipped with a range of features designed to provide comprehensive cyber security and network management:

- **Encryption and Tunnelling Protocols:** V-SOC utilizes advanced encryption and tunnelling protocols to secure data transmission, ensuring that sensitive information remains protected.
- **Certified Connections:** The solution ensures that all connections are certified and comply with industry standards, providing an additional layer of security.
- **Data Encapsulation:** V-SOC employs data encapsulation techniques to protect data packets during transmission, preventing unauthorized access and tampering.

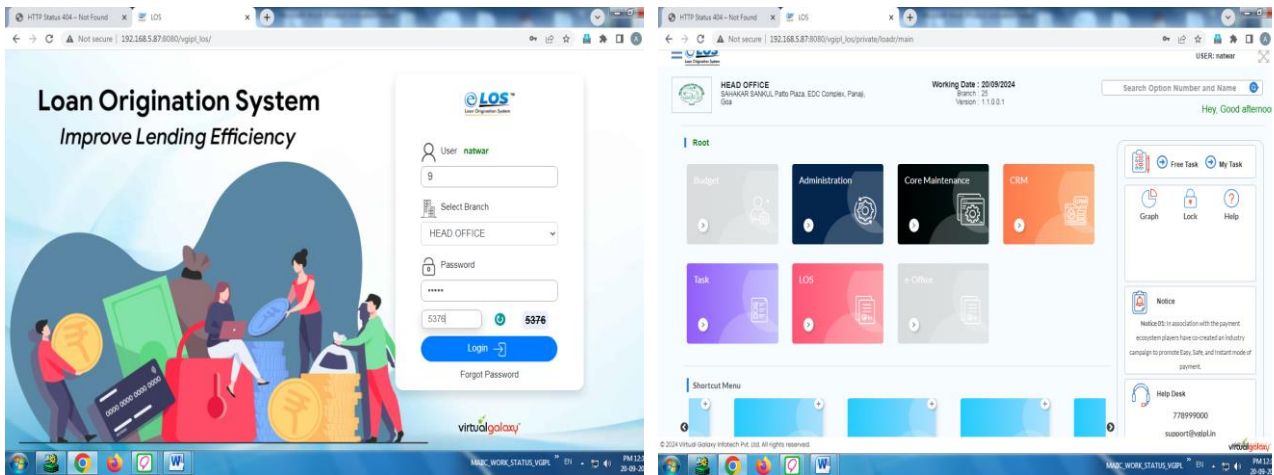
viii. LOS (Loan Origination System / Module):

Loan Origination System (LOS) is a comprehensive solution designed to streamline and enhance the loan processing lifecycle for financial institutions. This system is engineered to manage the complexities of loan origination, from application to disbursement, ensuring efficiency and accuracy throughout the process.

One of the features of LOS is its ability to automate various stages of loan processing. This automation reduces manual intervention, thereby minimizing errors and accelerating the overall timeline for loan approval. The system is equipped with workflow management capabilities, allowing institutions to customize and optimize their processes according to specific business needs.

The LOS also offers integration with existing banking systems, ensuring that data flows smoothly across platforms without disruption. This integration capability enhances data accuracy and consistency, which is crucial for compliance and reporting purposes. Additionally, the system supports a wide range of loan products, making it cater to diverse financial offerings.

The system features an intuitive interface that simplifies navigation for both financial professionals and customers. This ease of use contributes to higher customer satisfaction as it allows applicants to track their loan status in real-time, providing transparency and building trust.



SYSTEM INTEGRATION

Our company delivers comprehensive end-to-end solutions for setting up and managing IT infrastructure tailored to organizations of all sizes and industries. Our services span the entire lifecycle of IT infrastructure management, from integrating storage, network, and computing resources to ensuring high availability and peak performance. We coordinate with connectivity providers, allowing clients to focus on their core business while we handle every aspect of their IT infrastructure.

Our turnkey solutions are customized to meet specific client needs, ensuring that IT investments deliver targeted business outcomes efficiently and effectively. We believe that with our strong track record of delivering complex IT projects

successfully, our clients trust us for their turnkey projects, network integration, and managed services. We integrate all components of IT solutions—application software, operating environments, hardware platforms, and networking infrastructure. We believe that by leveraging advanced technologies and proven processes, we ensure maximum compatibility, interoperability, and seamless enterprise-wide information integration. We are committed to delivering integrated solutions that enhance operational efficiency and align with our clients' strategic objectives.

DATA CENTRE SERVICES

We are offering a comprehensive suite of data centre services designed to centralize IT infrastructure, enhance operational efficiency and ensure robust data security. Our data centre services encompass data management, disaster recovery and cloud services, providing businesses with the tools to manage data effectively and securely. In order to effectively provide our service portfolio, we own and operate our data centre at our registered office in Nagpur, India. Further our Company has taken data centre facility from Yotta Data Service Private Limited and Yotta Network Service Private Limited through Master Service Agreement dated May 01, 2023 to provide data centre services to our clients. In addition to above our Company is using colocation service from Yotta Data Service Private Limited which is allow us to rent rack space at 5th Floor, Scorpio House, Hiranandani Gardens, Powai, Mumbai- 400076. We have taken 2 vertical racks where we are having our own equipment's including servers, storage system, flex system, fan modules, network devices etc. We may intend to procure GPU infrastructure along with supporting server and storage systems for our colocation server rack (Colo Server) from Issue Proceed.

Data Management

Our Data Management services are designed to handle the complexities of modern data environments. Our solutions ensure that data is stored securely, managed efficiently, and accessible when needed.

- **Centralized Data Storage:** We provide centralized data storage solutions that consolidate data from various sources into a single, secure repository. This centralization enhances data accessibility and management, ensuring that businesses can retrieve and utilize their data efficiently.
- **Data Security:** Our data management services prioritize security, implementing advanced encryption and access control measures to protect sensitive information. Our data center are equipped with security protocols to prevent unauthorized access and data breaches.
- **Data Backup and Archiving:** We offers data backup and archiving solutions to ensure that critical data is preserved and can be recovered in the event of data loss. Our automated backup systems provide regular snapshots of data, minimizing the risk of data loss and ensuring business continuity.

Disaster Recovery

Our disaster recovery solutions are designed to protect businesses from unexpected system failures and data loss. Our comprehensive disaster recovery services ensure that businesses can quickly recover and resume operations following a disruption.

- **Comprehensive Backup Systems:** Our Company provides comprehensive backup systems that safeguard data against various types of failures, from simple data backups to complete system recovery solutions. Our disaster recovery plans are tailored to meet the specific needs of each client, ensuring that critical data is always protected.
- **Rapid Recovery:** In the event of a system failure, our disaster recovery solutions enable rapid recovery of data and systems. Our automated recovery processes minimize downtime and ensure that businesses can quickly resume normal operations.
- **Business Continuity Planning:** We work with clients to develop and implement business continuity plans that address potential risks and ensure that critical operations can continue in the face of disruptions. Our disaster recovery solutions are designed to provide peace of mind and ensure that businesses are prepared for any eventuality.

Cloud Services

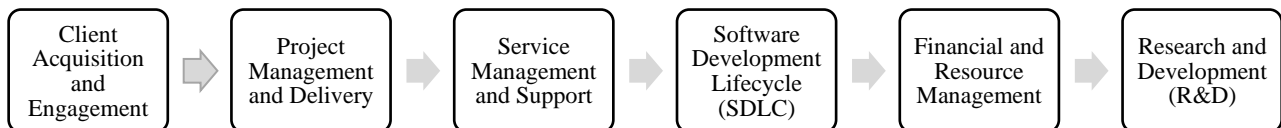
Our cloud services offer scalable, flexible, and secure solutions for businesses looking to leverage the power of the cloud. Our cloud services enable businesses to optimize clients' IT infrastructure, reduce costs, and enhance operational efficiency.

- **Cloud Hosting:** We provide cloud hosting services that offer scalable and flexible infrastructure solutions. Our cloud hosting services are designed to meet the needs of businesses of all sizes, providing reliable and secure access to applications and data.

- **Cloud Storage:** Our cloud storage solutions offer secure and scalable storage options for businesses looking to manage their data in the cloud. Our cloud storage services provide easy access to data, enabling businesses to store, retrieve, and manage their data efficiently.
- **Cloud Backup and Recovery:** We offers cloud backup and recovery solutions that ensure data is securely backed up and can be quickly recovered in the event of data loss. Our cloud backup services provide automated and regular backups, ensuring that critical data is always protected.
- **Cloud Migration:** Our Company assists businesses in migrating their existing IT infrastructure to the cloud. Our cloud migration services are designed to minimize disruption and ensure a smooth transition to the cloud, enabling businesses to take advantage of the benefits of cloud computing.

KEY BUSINESS PROCESS

We believe that our key business processes are designed to ensure efficiency, effectiveness, and client satisfaction across all aspects of our work.



1. **Client Acquisition and Engagement:** Our process for client acquisition and engagement is dedicated to attracting and converting potential clients while ensuring their needs are thoroughly understood and addressed:

Adopted Steps:

- Lead Generation: We attract potential clients through targeted marketing campaigns, strategic networking, and leveraging referrals.
- Lead Qualification: Leads are assessed based on their requirements, budget, and alignment with our service offerings.
- Proposal Creation: We craft and present customized proposals tailored to meet the specific needs of each client.
- Sales Negotiation: Our team finalizes contracts and agreements through careful negotiation and discussion.
- Client Onboarding: We ensure a seamless transition for new clients from the sales phase to the project execution phase.

2. **Project Management and Delivery:** Our project management process ensures that IT projects are planned, executed, and delivered in accordance with client requirements, timelines, and budget constraints.

Adopted Steps:

- Project Initiation: We define the project's scope, objectives, and requirements in collaboration with the client.
- Project Planning: Detailed project plans, schedules, and resource allocations are developed.
- Execution and Monitoring: We implement project tasks, monitor progress, and manage resources effectively.
- Quality Assurance: Deliverables are checked to ensure they meet quality standards and client expectations.
- Project Delivery: The project is completed and handed over to the client upon meeting all requirements.
- Post-Implementation Support: We provide ongoing support and maintenance to ensure client satisfaction and system functionality.

3. **Service Management and Support:** Our service management and support processes focus on delivering continuous support and maintenance for IT services and solutions.

Adopted Steps:

- Incident Management: We promptly handle and resolve client-reported issues.
- Problem Management: Root causes of recurring issues are identified and addressed to prevent future occurrences.
- Change Management: Changes to IT systems and services are managed to minimize disruptions.
- Service Request Fulfilment: Requests for service enhancements or new features are processed efficiently.
- Service Monitoring: Continuous monitoring of IT services ensures optimal performance and availability.

4. **Software Development Lifecycle (SDLC):** Our SDLC process encompasses all stages of software development, emphasizing iterative progress and ongoing feedback.

Adopted Steps:

- a) Concept and Initiation
 - Objective: Define the project's vision, goals, and feasibility.
 - Activities: Identify stakeholders, outline project scope, and assess feasibility.
 - Outcome: Project Vision Document and Feasibility Report.
- b) Planning and Requirements Gathering
 - Objective: Establish initial requirements and prioritize tasks.
 - Activities: Develop a Solution backlog, create user stories, and plan sprints.
 - Outcome: Solution Backlog and Sprint Backlog.
- c) Design and Prototyping
 - Objective: Develop and refine design specifications and prototypes.
 - Activities: Create design documents, build prototypes, and gather feedback from stakeholders.
 - Outcome: Design Specifications and Prototype Feedback.
- d) Development and Implementation
 - Objective: Build and integrate features through iterative cycles (sprints).
 - Activities: Code features, integrate with existing systems, and conduct code reviews.
 - Outcome: Incremental Builds and Integrated Features.
- e) Testing
 - Objective: Ensure functionality and quality through continuous testing.
 - Activities: Perform unit testing, integration testing, and user acceptance testing (UAT).
 - Outcome: Test Results and Bug Reports.
- f) Deployment
 - Objective: Release completed features to the Production environment.
 - Activities: Plan and execute deployments, and monitor system performance.
 - Outcome: Released Software and Post-Deployment Reports.
- g) Maintenance and Support
 - Objective: Provide ongoing support and implement enhancements.
 - Activities: Address bugs, make improvements, and monitor system performance.
 - Outcome: Bug Fixes, Enhancements, and Performance Reports.
- h) Review and Retrospective
 - Objective: Reflect on the process to enhance future sprints.
 - Activities: Conduct sprint reviews and retrospectives to gather feedback and identify improvements.
 - Outcome: Review Notes, Action Items, and Process Improvement Plans.

5. **Financial and Resource Management:** We manage our financial and resource assets to ensure operational efficiency and profitability.

Adopted Steps:

- **Budgeting:** Financial resources are planned and allocated for various projects and operational needs.
- **Expense Management:** Expenses are tracked and controlled to stay within budget.
- **Resource Allocation:** Human and technical resources are assigned and managed effectively across projects.

6. **Research and Development (R&D):** Our R&D process focuses on innovation, developing new technologies, and enhancing existing solutions and services in accordance with regulatory guidelines.

Adopted Steps:

- **Innovation Management:** We identify and prioritize new ideas and technologies.
- **Prototype Development:** Prototypes are created and tested to validate concepts.
- **Technology Evaluation:** Emerging technologies are assessed for their potential market impact.
- **Solution Improvement:** Existing Solutions are enhanced based on research findings and regulatory changes.

PROJECT MANAGEMENT

Typically, we deploy a dedicated project implementation team depending upon the size of the project and requirements of our client. The said project implementation team is headed by a skilled project manager. The project implementation

team overlooks the implementation of the project and is supported by other teams and departments that are involved in the planning and execution of the project like on-site project management team, and other internal departments of the Company like finance and administration department, business development department and human resources.

Our in-house departments takes care of procurement and logistics, during which they might employ external services providers, on case-to-case basis. Our project management team takes care of deployment and documentation. Our project management team, in coordination with the project implementation team, ensures timely delivery of materials at sites to avoid delays in achieving project timelines. We source various hardware products such as servers, laptops, desktops, printers, storage hardware, IT peripherals and third-party software products such as operating system software, database software, antivirus software and other allied hardware and software products from our empanelled vendors.

Our business is, therefore, heavily dependent on our relationships with our empanelled vendors. During the September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, amounting to ₹ 2,543.15 lakhs, ₹ 1,161.83 lakhs, ₹ 2,754.88 lakhs and ₹ 1,777.81 lakhs constituting 80.38%, 57.99%, 85.53% and 78.25% respectively of our purchases from our top ten empanelled vendors. We do not enter into any long-term contracts with our empanelled vendors for supply of these products. We place purchase orders with empanelled vendors from time-to-time basis our requirements and prices for products are normally based on the quotes we receive from these empanelled vendors.

INFRASTRUCTURE FACILITIES FOR UTILITIES

Our registered is situated at Nagpur. The office is equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our office is well equipped with requisite utilities and facilities including the following:

Power

Our Company meets its power requirements in our offices from the local electricity supplier and the same is sufficient for our day-to-day functioning. Reliable electrical supply ensures continuous operation of IT equipment, often backed up by uninterruptible power supplies (UPS) or generators to prevent disruptions.

Water

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

IT Infrastructure

The IT infrastructure of an IT company like us comprises hardware, software, networking components, and data storage systems. It forms the digital backbone that supports critical functions such as software development, data management, communication, and cybersecurity.

Integration and Efficiency

Integrating a resilient IT infrastructure with dependable utilities enables us to operate smoothly, adapt quickly to market changes, and deliver high-quality services to clients. By prioritizing both technological advancement and basic operational needs, these companies can foster growth, innovation, and sustainable business success.

HUMAN RESOURCE

We believe our employees are one of our most important assets and are crucial in maintaining our competitive position in our industry. As on September 30, 2024, we have a total strength of 329 employees on our payroll. Details of employees on payroll basis, categorized by departments, is provided below:

Sr. No.	Department	No of employee(department wise)
1.	Management	2
2.	Accounts Department	8
3.	APMC Software Development	13
4.	CBS Department	50
5.	Customer Relationship Management	16
6.	ERP Department	50
7.	Hardware Department	29

Sr. No.	Department	No of employee(department wise)
8.	HR & Administration	6
9.	Implementation Department	7
10.	Marketing Department	27
11.	Mobile And Pervasive Computing Department	1
12.	Networking Dept	18
13.	Support Department	87
14.	System Administration	11
15.	V Pay	4
	Total	329

None of our employees are represented by a labour union or covered by a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good. We give importance to training and development of our employees.

PLANT & MACHINERY, EQUIPMENTS

Since, we are a service company, we do not own any major plant and machinery. The office is equipped with desktops, laptops, servers, software licenses, internet connectivity, other communication equipment, security and other facilities including data centre infrastructure which are required for our business operations to function smoothly.

MARKETING

Our marketing strategy revolves around key elements such as digital marketing, content marketing, direct sales, etc. We utilize our platforms i.e. our website at www.vgipl.com to target a specific audience segment. Through our website, we are generating good number of leads which further pass-on to our marketing team to convert these leads into sales deals. These are deals that come to us with as a result of our outreach efforts and successful client deliveries. Our marketing setup includes a dedicated team focused on roles like market research, branding, digital campaigns, etc. We work with industry analysts and get our solutions featured in their publications to enhance our credibility and visibility. They are responsible for tasks like campaign execution, lead generation, customer engagement, etc. In addition to inbound marketing, we employ a blend of traditional and digital marketing channels.

Under traditional marketing method, our marketing executives will get targeted region and potential leads. Marketing executives takes regular follow up to assigned leads by telephonic calls, tracking the websites of potential clients, personal visit to leads. Our company on regular basis giving sponsorship to industry related events and actively participating in such events and promote our products across the attendees.

Under digital marketing method following channels mainly used as follows: -

- Social media marketing tools like LinkedIn, Facebook, Instagram, YouTube etc. where our dedicated team run different marketing campaigns like sharing newsletters, product videos, case studies etc.
- Email Marketing - On regular basis, our team share newsletters and case studies across the existing customers and leads.
- SEO (Search engine optimization) - On regular basis team work out on SEO to get response on our website.

To this extent, we work on digital ads through search engines, search engine optimization, social media awareness campaigns, industry analyst recognition, print advertorials among other initiatives. We also regularly conduct webinars with our customer and partner community combined with physical events to showcase vertical specific offerings. We also work with analyst communities forming part of research companies focussed on the IT sector to drive evaluation and coverage of our solutions and from time to time get featured in a number of their publications enhancing our visibility in our segment to our prospective customers. As on September 30, 2024 our sales and marketing team comprises of 28 personnel. Our Company has incurred ₹ 194.91 Lakhs during the period ended September 30, 2024 and ₹ 310.86 Lakhs, ₹ 306.41 Lakhs and ₹ 228.62 Lakhs during the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively, as expenses towards human resource cost for marketing, business promotion, advertisement, travelling etc.

RESEARCH AND DEVELOPMENT

In the fast-paced world of technology, Research and Development (R&D) stands as the cornerstone of innovation for IT companies like us which are in the critical field of providing E governance and other IT and banking software solutions. Often driven by a blend of entrepreneurial spirit and technical expertise, leverage R&D to propel growth and

competitiveness in this market. At its core, R&D involves continuous exploration and experimentation with cutting-edge technologies. This process not only helps in refining existing solutions and services but also in envisioning and creating new ones that meet evolving customer needs. Whether it's developing software solutions, enhancing cybersecurity frameworks, or pioneering advancements business IT Solutions, machine learning applications, R&D serves as the engine for our creativity and progress.

RISK MANAGEMENT

Our risk management practices specifically designed to protect the privacy of sensitive information entrusted to us by our clients and ensure protection of shareholder value through the establishment of an integrated risk management framework for identifying, assessing, mitigating, monitoring, evaluating and reporting of all risks; to provide a clear basis for informed decision making at all levels of the organization; to continually strive towards strengthening the risk management and compliance system through continuous learning and improvement.

REVENUE BREAKUP ON OUR CUSTOMERS

Following are the breakup of revenue based on our customers:

(₹ in Lakhs)

Particulars	September 30, 2024		2023-24		2022-23		2021-22	
	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%
Top 5	5,243.46	73.22	3,193.50	51.96	3,024.13	51.71	2,664.04	62.50
Top 10	6,155.50	85.96	4,438.91	72.22	3,977.99	68.01	3,407.24	79.94
Top 20	6,829.77	95.38	5,311.74	86.42	4,824.34	82.49	3,783.41	88.76

As certified by RKAS & Co., Chartered Accountant through his certificate dated October 26, 2024.

COMPETITION

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While Solution quality, brand value, distribution network, etc. are key factors in client decisions among competitors, however, reliability and competitive pricing is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market.

We believe that our experience, and reliability record with our customers will be key to overcome competition posed by such organized and unorganized players. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the services.

CORPORATE SOCIAL RESPONSIBILITY

Our company falls in the criteria specified in Section 135 of Companies Act, 2013 as per the financial statements ended on March 31, 2024, therefore our Company has constituted a corporate social responsibility Committee in compliance with the requirements of the Companies Act and the relevant rules. Applicability of CSR expenditure will be applicable and spent by the company from F.Y 2024-25. For further details, please refer to the section titled "Our Management" on page 193.

COLLABORATIONS

We have not entered into any technical or other collaboration.

CAPACITY AND CAPACITY UTILIZATION

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

EXPORT AND EXPORT OBLIGATIONS

As on date of this Draft Red Herring Prospectus, our Company does not have any export and export obligations.

INSURANCE

We maintain standard insurance policies for our business and operations. Our material policy includes United Bharat Sookshma Udyam Suraksha Policy and Professional Indemnity Policy. The insurance policies are reviewed periodically to ensure that the coverage is adequate. However, notwithstanding our insurance coverage, disruptions to our operations could nevertheless have a material adverse effect on our business, results of operations and financial condition to the extent our insurance policies do not cover our economic loss resulting from such damage.

PROPERTIES

Owned: Our Company does not own any property as on date of this Draft Red Herring Prospectus.

Leased/ Rental Basis: Following are the details of property leased by our Company:


Sr. No.	Address	Lessor	Agreement and period of lease	Lease Rent	Current Use
1	Plot No. 3, Central Excise Colony, Chhatrapati Square, Ring Road, Nagpur-440015, Maharashtra, India	Avinash Shende	11 months commencing from October 01, 2024 to August 31, 2026	₹ 25000/- per month	Registered Office

Our Company has received a Provisional Allotment Letter dated August 30, 2024 from the Development officer, Maharashtra Airport Development Authority Limited (MADC). This letter pertains to the allotment of 10 acres, equivalent to 40,468.60 Sq. Mtr. land situated at Plot No. 3B Sector No. 12, Mihan SEZ, Nagpur. The total consideration to be paid for this allotment is ₹ 698.08 Lakhs towards the one-time license payment of the premise. The company had paid the earnest money amounting to ₹ 70.00 lacs at the time of application. The balance was to be paid in three equal installments as per the terms of the provisional allotment letter. As on date, first instalment of the land is already due on September 30, 2024. However, our Company will pay the same from Net Issue Proceed. The interest part will be funded through internal accruals of the Company. Balance instalments of the land will be funded from Net Issue Proceed upon the receipt of the total lease premium from the company and letter of approval (LOA) from the office of development commissioner of MIHAN- SEZ, lease deed will be executed. For further details, please refer the section titled "Object of the Issue" on page 113.

Until the Completion of proposed Mihan unit, we will temporarily utilize the rented property situated at Office space no. 01, 02, second floor, A wing, south and north block at central facility building, Mihan SEZ, Nagpur to accommodate the additional personnel required for the product/software development. Our company is in process to execute the lease agreement for the said arrangement. Further, for execution of our BOT Projects, our Company use rented properties on temporary basis as and when required.

INTELLECTUAL PROPERTY

Our trademark details are as mentioned below:

Sr. No.	Trademark	Class	Application Number	Name of Proprietor of Mark	Issuing Authority	Date of Issue	Date of Expiry	Status
1.	Device "V-CONNECT" 	42	4345616	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	November 13, 2019	November 13, 2029	Registered
2.	Word" VIRTUALPAY"	36	3911211	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	August 08, 2018	August 08, 2028	Registered

Sr. No.	Trademark	Class	Application Number	Name of Proprietor of Mark	Issuing Authority	Date of Issue	Date of Expiry	Status
3.	Device "VPAY" 	42	3762093	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	February 23, 2018	February 23, 2028	Rectification Filed
4.	Device "BANKER" 	42	1924721	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	February 19, 2010	February 19, 2030	Registered
5.	Device "e-APMC" 	42	2385574	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	August 25, 2012	August 25, 2032	Registered
6.	Device "virtualgalaxy" 	36	6494936	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	--	Formalities Check Pass
7.	Device "virtualgalaxy" 	39	6494937	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	-	Formalities Chk Pass
8.	Device "virtualgalaxy" 	9	6494938	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	-	Formalities Chk Pass
9.	Device "virtualgalaxy" 	42	6494939	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	-	Formalities Chk Pass

Our Copyright details are as mentioned below:

Sr. No.	Class of Work	Registration Number	Title of Work	Applicant Name	Diary Number	Date of Issue	Status
1.	Computer Software	SW-6225/2013	'IBS - INTEGRATED BUSINESS SUITE'	Virtual Galaxy Infotech Private Limited	5876/2012-CO/SW	February 12, 2013	Registered
2.	Computer Software	SW-6850/2013	VGIPL ASP.NET DEVELOPMENT COMPONENTS	Virtual Galaxy Infotech Private Limited	25368/2012-CO/SW	July 30, 2013	Registered

Sr. No.	Class of Work	Registration Number	Title of Work	Applicant Name	Diary Number	Date of Issue	Status
3.	Computer Software	SW-6851/2013	E-APMC ELECTRONIC AGRICULTURE Solution MARKET	Virtual Galaxy Infotech Private Limited	25410/2012-CO/L	July 30, 2013	Registered
4.	Computer Software	SW-6852/2013	VGIPL – HRMS	Virtual Galaxy Infotech Private Limited	25579/2012-CO/L	July 30, 2013	Registered
5.	Computer Software	SW-13185/2020	VPAY APPLICATION SOFTWARE (WEB VERSION)	Virtual Galaxy Infotech Private Limited	4860/2018-CO/SW	January 16, 2020	Registered
6.	Computer Software	SW-10957/2018	VPAY APPLICATION SOFTWARE (MOBILE VERSION)	Virtual Galaxy Infotech Private Limited	4858/2018-CO/SW	July 04, 2018	Registered
7.	Artistic	A-137362/2021	VPAY	Virtual Galaxy Infotech Private Limited	1686/2021-CO/A	April 06, 2021	Registered
8.	Computer Software	SW-18778/2024	E-AUTOPSY SOFTWARE (SOFTWARE FOR POST-MORTEM DEPARTMENT AUTOMATION)	Virtual Galaxy Infotech Private Limited	8143/2024-CO/SW	May 15, 2024	Registered
9.	Computer Software	SW-19191/2024	LOS (LOAN ORIGINATING SYSTEM/MODULE) SOFTWARE	Virtual Galaxy Infotech Private Limited	17350/2024-CO/SW	July 19,2024	Registered
10.	Computer Software	SW-8089/2014	E-BANKER-CORE BANKING SOLUTION	Virtual Galaxy Infotech Private Limited	53116/2014-CO/SW	August 25,2014	Registered

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Statutory Approvals” on page 249.

THE COMPANIES ACT

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

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

SEBI REGULATIONS

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

TAX RELATED REGULATIONS

Income Tax Act, 1961

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

Goods and Service Tax Act, 2017

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

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

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance

State Tax on Profession, Trades, Callings and Employment Rules, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

BUSINESS / TRADE RELATED LAWS / REGULATIONS:

Information Technology Act, 2000 and Rules made there under including any amendments thereto.

Since our Company is involved in the business of web hosting, software development, providing real time solutions at the place of the Clients and development of tailor-made systems at the clients' place at their specifications using computer or computerized system. During the course of development of such products, we interchange sensitive information, data, records, functions, security procedures and like and hence our working is governed by Information Technology Act, 2000 amended from time to time. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as —electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

The IT Rules focus on and regulate specific areas of the collection, transfer and processing of data, and include the following:

- The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, which require entities holding users' sensitive personal information to maintain certain specified security standards;
- The Information Technology (Guidelines for Intermediaries and Digital Media Ethics Code) Rules, 2021, which prohibit content of a specific nature on the internet, and govern the role of intermediaries, including social media intermediaries, in keeping personal data of their users safe online;
- The Information Technology (Guidelines for Cyber Cafe) Rules, which require cybercafés to register with a registration agency and maintain a log of users' identities and their internet usage; and
- The Information Technology (Electronic Service Delivery) Rules, which allow the Government to specify that certain services, such as applications, certificates and licences, be delivered electronically.

RBI Guidelines on Outsourcing of Information Technology Services by banks:

The RBI issued the Master Direction on Outsourcing of Information Technology Services in April 2023, which akin to the extant regulatory frameworks on outsourcing, reaffirm that the outsourcing of arrangements does not undermine the responsibility of the reporting and regulated entities. While these directions permit outsourcing of non-core functions, and prohibit the outsourcing of core and critical functions, they mandate that the responsibility *vis-à-vis* the customers continue to vest with the regulated entities. These directions impose requirements pertaining to establishing a grievance redressal framework, obligations of due diligence, monitoring and risk management. The RBI has tightened its clutches on outsourcing arrangements, and the requirements of having a robust business continuity plan as well as enabling audits by RBI and the regulated entities for such service providers

The Direction is applicable to regulated entities, namely, all commercial banks, non-banking financial companies, primary co-operative banks, credit information companies, 'All India Financial Institutions' as defined under the Direction (collectively, "REs"). In case of foreign banks operating in India through branch mode, reference to REs' board of directors means the head office or controlling office which has oversight over the Indian branch operations. The scope of the Direction extends to 'material outsourcing' of IT services by REs which are IT services which (i) if disrupted or compromised has the potential to significantly impact the RE's business operations, or (ii) may have material impact on the RE's customers in the event of any unauthorised access, loss or theft of customer information.

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act, 2023 received the assent of the President of India on August 11, 2023 and was accordingly notified in the Gazette of India. The Act is intended to outline the rights and obligations of 'digital nagriks' or citizens, as well as to lay out the methods and standard for data collecting when it comes to entities. The provisions of this Act apply to the processing of digital personal data within the territory of India where: (a) such personal data is collected from Data Principals online; and (b) such personal data collected offline, is digitized. (2) The provisions of this Act shall also apply to processing of digital personal data outside the territory of India, if such processing is in connection with any profiling of, or activity of offering goods or services to Data Principals within the territory of India.

Act underlines the role of significant data fiduciary (SDF), which the government will identify using the volume and sensitivity of personal data processed and risk associated. The specific obligations under this include appointing a data protection officer (DPO) based in India; appointing an independent data auditor; and conducting a data protection impact assessment.

The Act will empower the citizens of the country as the data principal rights specifically allow: 1. Right to Information; 2. Right to Correction and erasure; 3. Right to Grievance Redressal; 4. Right to nominate.

There are penalties for non-compliance of the provisions by data fiduciaries up to INR250 crore. Some of these are: Breach in observance of duty of data principal up to INR10,000; Failure to notify the data protection board and affected data principals in the event of a personal data breach is up to INR200 crore; Breach in observance of additional obligation in relation to children up to INR200 crore.

In the act, non-automated personal data, offline personal data and personal data in existence for at least 100 years have been excluded. The maximum limit of INR500 crore for penalties has been removed. At present, the provision for grievance redressal review is not included. The timeline of 72 hours within which a data breach is to be reported to authorities is excluded.

National Digital Communications Policy 2018

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

Data Center Policy, 2020

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

Draft India Data Accessibility and Use Policy, 2022:

The Ministry of Electronics and Information Technology (“MeitY”), on 21st February 2022, released a Draft India Data Accessibility and Use Policy (“Draft Policy”), along with a Background Note on the same. The Draft Policy is aimed at transforming India’s ability to harness public sector data, in pursuit of the higher goal of social transformation. It envisages both government to public data sharing through the existing open data sharing portal as well as government to government data sharing.

The stated objectives of the Draft Policy includes, among others, maximizing access to and use of quality non personal data available with the public sector and enhancing the efficiency of service delivery, protecting the privacy of all citizens and increasing the availability of datasets of national importance. The desired outcome of the Draft Policy would be the creation of detailed, searchable data inventories.

E-Waste (Management) Rules, 2022:

These rules have been enacted in suppression of E-Waste (Management) Rules, 2016 and have been notified on November 02, 2023 in the Gazette of India and has come into effect from April 01, 2023.

These rules shall apply to every manufacturer, producer refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment listed in Schedule I, including their components, consumables, parts and spares which make the product operational but does not apply to batteries as covered under the Battery Waste Management Rules, 2022; Packaging plastic as covered under the Plastic Waste Management Rules, 2016, micro enterprises as defined under MSMED Act, 2006 and radioactive wastes as covered under the provisions of the Atomic Energy Act, 1962. According to these rules, entities covered under the rules are required to get themselves registered with the concerned state Pollution Control Board and to ensure that no damage is caused to the environment during the storage and transportation of e-waste. Further the Bulk consumers of electrical and electronic equipments listed in Schedule I shall ensure that e-waste generated by them shall be handed over only to the registered producer, refurbisher/ recycler.

Telecom Commercial Communication Customer Preference Regulations, 2018 (“TCCCPR-2018”) and various Directions issued thereunder

The Telecom Commercial Communication Customer Preference Regulations, 2018 (TCCCPR-2018) are a set of rules that protect customers from unsolicited commercial communications (UCC) while also allowing principal entities to send commercial messages to customers who have opted in. The Telecom Regulatory Authority of India (TRAI) notified the TCCCPR-2018 on July 19, 2018. Some guidelines for sending commercial communications under the TCCCPR-2018 include: (i) Principal entities must acquire digital consent from their consumers in coordination with their service provider, (ii) Promotional voice calls must use the 140 numbering series, while transitional and service voice calls must use the 160 numbering series, (iii) SMS headers must be reviewed, and unused headers must be surrendered, (iv) Content templates must use a limited number of variables, (v) A minimum number of aggregators (registered telemarketers) must be used, or SMS can be sent directly through the telecom service provider (TSP) and (vi) Customer data and information must be kept confidential and secure to prevent leakage and misuse.

These regulations requires all senders of commercial communication (Transactional/ Service/ Promotional Communications) -Such as Banks, Mutual funds, Insurance Companies, Mutual Funds, Stock brokers, other Financial Institutions, Corporates, Enterprises, SMEs and any entity who wishes to send commercial communication to its existing or prospective customers) shall get themselves registered with any of the Telecom Service Providers (TSPs) (referred to as an “access provider” in TRAI Act).

The senders of transactional communication shall be assigned 160 numbering series for making transactional and service calls to their customers but the regulations restricts the mixing of promotional /upsell/cross sell/ offer –related communication on such transactional or service calls.

Telemarketing Laws

The Department of Telecommunications (“DoT”) has framed telemarketing guidelines which regulate commercial messages transmitted through telecommunication services and are applicable to the telemarketing activities by our Company in relation to our business. These guidelines require any person or entity engaged in telemarketing to obtain registration from the DoT. Telemarketing guidelines were issued by the Telecom Regulatory Authority of India (“TRAI”) as the Telecom Unsolicited Commercial Communications Regulations, 2007 (the “Unsolicited Communications Regulations”). The Unsolicited Communications Regulations required telemarketers to, inter alia, obtain registration and discontinue the transmission of unsolicited commercial messages to telephone subscribers registered with a national data base established under the regulations. The Unsolicited Communications Regulations have now been replaced with the Telecom Commercial Communications Customer Preference Regulations, 2010 (the “Customer Preference Regulations”), issued by the TRAI on December 1, 2010. The Customer Preference Regulations prohibit the transmission

of unsolicited commercial communication via calls or SMS, except commercial communication relating to certain categories specifically chosen by the subscribers, certain exempted transactional messages and any message transmitted on the directions of the Government or their authorized agencies, impose penalties on access providers for any violations, require setting-up customer complaint registration facilities by access providers and provide for black listing of telemarketers in specified cases. Further, the Customer Preference Regulations prohibit the transmission of commercial messages other than between 9 a.m. to 9 p.m. Under the Customer Preference Regulations, no person, or legal entity who subscribes to a telecom service provided by an access provider, may make any commercial communication without obtaining a registration as a telemarketer from the TRAI.

Revised Guidelines for Other Service Providers, 2021 (the “Revised OSP Guidelines”)

The Department of Telecommunications, vide guidelines issued on June 23, 2021 bearing reference number No. 18-8/2020- CS-I(Pt.) has superseded the erstwhile guidelines dated November 5, 2020. The Revised OSP Guidelines provide for general and specific guidelines to be followed by OSPs and security conditions to be adhered to in its operation. An Indian company registered under the Companies Act, 2013 providing voice-based business process outsourcing services to their customers may be registered as an OSP. OSP centres in India require no prior registration and the erstwhile distinction between international and domestic OSPs has been eliminated. The Revised OSP Guidelines provide for self-regulation of operations with certain records and logs required to be maintained and to be submitted periodically to the Department of Telecommunication on request.

LAWS RELATED TO FOREIGN TRADE AND INVESTMENTS:

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed there under.

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

Laws related to Overseas Investment by Indian Entities:

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023:

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

LAWS RELATING TO INTELLECTUAL PROPERTY

Copyright Act, 1957 (“Copyright Act”)

Softwares unless attached to machines, in India are protected under Copyright Act and protected from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire.

Trademarks Act, 1999

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

The Patents Act, 1970:

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

The Designs Act:

The Design Act came into effect on 25th May 2000. The act is built on a first-to-file, first-to-get approach, which means that the inventor or developer of a design should file a registration application as soon as possible to prevent others from claiming rights to that design. Its major goal is to prevent innovative or original designs from being copied and causing financial harm to the owner.

Requirements under the design act:

- The design under it should be novel and original- If a design has been previously registered under the act, it will not be valid for registration again. It should possess a unique and distinctive quality.

- A prior publication is off-limits- There should have been no other such design that had already been exposed and revealed to the public before.
- Morality- The design should not be opposed to the morals of the law or the society.
- Application- An application must be made for the said design for its final publication as the first step of registration.

LAWS RELATED TO EMPLOYMENT OF MANPOWER:

Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

The Industrial Relations Code, 2020

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

The Code on Social Security, 2020

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

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

**The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.*

Employees Provident Fund and Miscellaneous Provisions Act, 1952

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

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

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

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

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

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

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,

LAWS RELATED TO ENVIRONMENT

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

LAWS RELATED TO THE STATE:

Shops and Establishments Laws in Various States

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

In our case THE MAHARASHTRA SHOPS AND ESTABLISHMENTS (REGULATION OF EMPLOYMENT AND CONDITIONS OF SERVICE) ACT, 2017 shall be applicable.

It terms of this act, any establishment covered under this act, within sixty days of its commencement is required to intimate to the concerned authority, of its commencement, if employing less than ten workers and in the event of employing ten or more workers, is required to obtain registration in the requisite form.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

OTHER GENERAL REGULATIONS

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

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

OTHER REGULATIONS:

The Insolvency & Bankruptcy Code, 2016:

The **Insolvency and Bankruptcy Code (IBC)** came into effect in 2016 to achieve several objectives, including maximizing the value of debtor's assets, promoting entrepreneurship, ensuring timely resolution of cases, and balancing the interests of stakeholders.

▪ **Objectives:**

- Maximizing the value of debtor's assets.
- Promoting entrepreneurship.
- Ensuring timely and effective resolution of cases.
- Balancing the interests of all stakeholders.
- Facilitating a competitive market and economy.
- Providing a framework for cross-border insolvency cases.

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996, The Competition Act, 2002 are also applicable to the company.

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as “*Virtual Galaxy Infotech Private Limited*” as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated September 12, 1997 issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by our shareholders in the extra-ordinary general meeting held on June 18, 2024 and the name of our Company was changed to “*Virtual Galaxy Infotech Limited*” and a fresh certificate of incorporation consequent upon change of the name was issued by the Registrar of Companies, Central Processing Centre on September 12, 2024. The Corporate Identification Number of our Company is U93000MH1997PLC110645.

Avinash Narayanrao Shende and Sachin Purushottam Pande were the initial subscriber to the Memorandum of Association and current promoters of our Company. For further details of our promoters please refer the chapter titled “*Capital Structure and “Our Promoter and Promoter Group”*” beginning on page 84 and 208.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages, 156, 142, 193, 214 and 221 respectively.

Our Company has 146 (One Hundred and Forty-Six) shareholders as on the date of filing of this Draft Red Herring Prospectus.

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
First Floor, Jagdish Bhavan, Mahal Square, Nagpur- Maharashtra, India, 440002	3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Sq., Ring Road, Nagpur, Maharashtra, India, 440015	March 20, 2009	Administrative convenience

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events and Milestones
1997	Incorporation of our company under the name “ <i>Virtual Galaxy Infotech Private Limited</i> ”
2004	Link Manager Software implemented in Punjab National Bank
2007	Agency Module Developed and implemented in Link Cell branch of Punjab National Bank
2008	Received work order for supply of banking application to one of urban co-operative bank and its 20 branches
2011	Built Company owned Data Centre.
2011	Launched IBS (Integrated Business Suite) an ERP product for various industries like textile, sugar, steel, solvex etc.
2012	Go live for CBS order for a Cooperative Apex Bank a State Co-op. Bank Received CBS order from District Central Cooperative Bank with 218 branches.
2014	Establishing and operating the computerised auction System (CAS) for the Agricultural commodities at the Agricultural Produce market Committees (APMC) & provide user training in five APMCs under Maharashtra Agricultural Competitiveness Project (MACP).
2014	Received LOI for work related to supply, installation, testing, & commissioning of Non- IT Infrastructure and providing service for establishment of Data Center at Maharashtra State Agricultural Marketing Board, Pune
2016	Lunched IBS- ERP software (Currently known e-Autopsy software) for forensic department of Government Medical College
2016	First International CBS project with Commercial Bank in Tanzania
2018	Received work order for core banking solution projects on capex/opex from one of district central Co-Op bank

Year	Key Events and Milestones
2019	Received work order for supply, installation, configuration, system integration, commissioning and maintenance of Data Centre- Disaster recovery site, hardware and CBC with allied applications and related underlying hardware as “System integrator” from one of District Central Co-operative Bank
2020	Received work order for supply, installation, migration, implementation and management of core banking solution projects from one of district central co-operative bank
2023	Touches revenues of ₹ 50 Crores
2024	Converted to Public Limited Company and Name changed to “Virtual Galaxy Infotech Limited”

Key awards, accreditations, or recognitions

Year	Key Events and Milestones
2022	Awarded ISO 9001:2015 for the Quality Management System
	Awarded ISO/IEC 27001:2013 for the Information Security Management System
2024	Awarded “The Financial Services Tech of The Year” under Asia Leadership Awards International Iconic Award -2024 as Global Excellence in integrated MIS for banking and finance by CIO Forum
	Awarded ISO/IEC 20000-1:2018 for the Information Technology Service Management System
	Awarded ISO/IEC 23001-7:2023 for the Information Technology -MPEG Systems Technologies
	Elets BFSI AI & Analytics Breakthrough Awards for the category “Best Regulatory Reporting Core Banking Solution” presented by alparithm

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 engage in the business of Software Development, Manufacturing, Assembling, Trading in Computer Hardware, Software and Computer Peripherals and Computer Education.
- 1A To provide the services of a Prepaid Instrument, Business Correspondence (BC), Payment aggregator, POS payment aggregation, UPI Payment aggregation, Payment Gateway, Payment gateway aggregation, Digital payment processing, Merchant Acquirer/ Merchant Aggregator, ATM Management Service, ATM driving, ATM reconciliation, White Label ATM, Debit/Credit card issuing & management, Fastag issuing and acquiring, POS field service, and Financial Technology Consultants or in any other capacity.
- 1B To carry on the business of consulting, management, advisory and providing Investment advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products and related financial technology in the field of banking, equity and capital market.
- 1C To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing and to take part in the formation, supervision or control of the business operations of any company or undertaking and to appoint and remunerate any directors, administrators or accountants or other experts or agents and to manage investment pools, securities, finance and real estate and to act as financial and Investment Consultants, portfolio management and to invest or subscribe for purchase or otherwise, acquire and sell, dispose of exchange, hold and otherwise deal in shares or other securities issued by any authority Central, State, Municipal, Local or otherwise and to carry on the business generally carried on by investment and fintech companies.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE LAST TEN YEARS

The following changes have been made in the Memorandum of Association of our Company in last Ten Years:

Date of Meeting	Type	Nature of Amendment
May 26, 2020	EOGM	Alteration in the object clause by insertion of subclause 1A after existing subclause 1 of Clause III(A). '1A To carry on the business of consulting, management, advisory and providing Investment advice relating to investing in, purchasing, selling or otherwise dealing

Date of Meeting	Type	Nature of Amendment
		in securities or investment products, and advice on investment portfolio containing securities or investment products in the field of equity and capital market.’
February 27, 2021	EOGM	Alteration in Object Clause by substituting subclause 1 of Clause III(A) with: 1. To engage in the business of Software Development, Manufacturing, Assembling, Trading in Computer Hardware, Software and Computer Peripherals and Computer Education. 1A. To provide the services of a Prepaid Instrument, Business Correspondence (BC), Payment aggregator, POS payment aggregation, UPI Payment aggregation, Payment Gateway, Payment gateway aggregation, Digital payment processing, Merchant Acquirer/ Merchant Aggregator, ATM Management Service, ATM driving, ATM reconciliation, White Label ATM, Debit/Credit card issuing & management, Fastag issuing and acquiring, POS field service, and Financial Technology Consultants or in any other capacity. 1B. To carry on the business of consulting, management, advisory and providing Investment advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products and related financial technology in the field of banking, equity and capital market. 1C. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing and to take part in the formation, supervision or control of the business operations of any company or undertaking and to appoint and remunerate any directors, administrators or accountants or other experts or agents and to manage investment pools, securities, finance and real estate and to act as financial and Investment Consultants, portfolio management and to invest or subscribe for purchase or otherwise, acquire and sell, dispose of exchange, hold and otherwise deal in shares or other securities issued by any authority Central, State, Municipal, Local or otherwise and to carry on the business generally carried on by investment and fintech companies.
March 18, 2024	EOGM	<u>Clause V of our Memorandum of Association was amended to reflect:</u> Increase in Authorised Share Capital of the company from ₹ 1,500.00 Lakhs divided into 1,50,00,000 Equity Shares of ₹10/- each to ₹2,500.00 Lakhs divided into 2,50,00,000 Equity Shares of ₹10/- each.
June 18, 2024	EOGM	Alteration in Name Clause: Change in the name clause from “ <i>Virtual Galaxy Infotech Private Limited</i> ” to “ <i>Virtual Galaxy Infotech Limited</i> ”.

OUR HOLDING COMPANY

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

OUR SUBSIDIARY COMPANY

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

MATERIAL ACQUISITION OR DIVESTMENTS OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Our Company has made divestment in our subsidiaries Company namely Virtual Galaxy Insurance Brokers Private Limited and SIP Fund Private Limited. Except it our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years. Following are the details of divestment made by our Company.

Name of Company	Nature	% of holding			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Virtual Galaxy Insurance Brokers Private Limited	Subsidiary Company	Nil	70.00%	70.00%	70.00%
SIP Fund Private Limited	Subsidiary Company	Nil	Nil	70.00%	70.00%

**The company does not have any subsidiary company as on date.*

SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

We do not have any financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

SHAREHOLDERS' AND OTHER AGREEMENT

Our Company has not entered into any Shareholders Agreement as on the date of this Draft Red Herring Prospectus.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Red Herring Prospectus.

TIME/COST OVERRUN IN SETTING UP PROJECTS

There has been no time and cost overruns in the Company as on date of 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, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 156.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Red Herring Prospectus.

JOINT VENTURES

As on the date of this Draft Red Herring Prospectus, there are no joint ventures of our Company.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

MATERIAL AGREEMENTS

Except as disclosed above and in the chapter titled “*Our Business*” on page 156 of this Draft Red Herring Prospectus, we have not entered into any material agreement / contract as on the date of this Draft Red Herring Prospectus.

DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTERS

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see '*Financial Indebtedness*' on page 218.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Red Herring Prospectus, our Company has 6 (Six) Directors, comprising 1 (one) Managing Director, 1 (one) Chairman and Executive Director, 1 (one) Non-Executive Director and 3 (three) Non-Executive Independent Directors. One of the Non-Executive Independent Directors is a woman director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI (LODR) Regulations.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	DIN	Designation
1	Sachin Purushottam Pande	02181154	Managing Director
2	Avinash Narayanrao Shende	02179381	Chairman and Executive Director
3	Asit Oberoi	09089783	Non-Executive Director
4	Jaideep Narayan Pawar	07221800	Non-Executive Independent Director
5	Bhanupriya Nikhil Thakur	08276607	Non-Executive Independent Director
6	Ayush Munnalal Sharma	06628387	Non-Executive Independent Director

The details of the Directors are as mentioned in the below table:

Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Name: Sachin Purushottam Pande</p> <p>Age: 52 Years</p> <p>Date of Birth: February 10, 1972</p> <p>Designation: Managing Director</p> <p>Address: 26, LIC Colony, Khamla Road, VTC: Vivekanand Nagar, PO: Vivekanand Nagar, Sub District: Nagpur, Maharashtra –440015, India.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Re-designated as Managing Director for a period of 5 (five) years with effect from September 13, 2024 vide shareholder’s resolution dated September 14, 2024.</p> <p>DIN: 02181154</p>	<p>Appointed as Director of the Company on September 12, 1997.</p> <p>Re-designated as Managing Director for a period of 5 (five) years with effect from September 13, 2024 vide shareholder’s resolution dated September 14, 2024.</p>	<ul style="list-style-type: none"> • Anupamtantra Technologies Private Limited • Sip Fund Private Limited • Paynext Private Limited • Quintet Corps Private Limited* • Virtual Galaxy Insurance Brokers Private Limited • Agriculture Product Multi Commodity Market India Private Limited* • Virtual Galaxy Fintech Private Limited
<p>Name: Avinash Narayanrao Shende</p> <p>Age: 53 Years</p> <p>Date of Birth: October 06, 1971</p> <p>Designation: Chairman and Executive Director</p> <p>Address: Plot no 3, Ring Road, Behind Dr. Mahatme Eye Bank, Old Central Excise Colony, Nagpur, Maharashtra – 440015, India.</p>	<p>Appointed as Director of the Company on September 12, 1997.</p> <p>Re-designated as Chairman and Executive Director for a period of 5 (five) years with effect September 13, 2024 vide shareholder’s resolution dated September 14, 2024.</p>	<ul style="list-style-type: none"> • Anupamtantra Technologies Private Limited • Paynext Private Limited • Virtual Galaxy Fintech Private Limited • Quintet Corps Private Limited* • Sip Fund Private Limited

Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Re-designated as Chairman and Executive Director for a period of 5 (five) years with effect September 13, 2024 vide shareholder's resolution dated September 14, 2024.</p> <p>DIN: 02179381</p>		<ul style="list-style-type: none"> • Virtual Galaxy Insurance Brokers Private Limited • Agriculture Product Multi Commodity Market India Private Limited*
<p>Name: Asit Oberoi</p> <p>Age: 58 Years</p> <p>Date of Birth: January 02, 1966</p> <p>Designation: Non-Executive Director</p> <p>Address: C-2301, Lodha Bellissimo, NM Joshi Marg, Apollo Mills Compound, Lower Parel-Mumbai, Jacob Circle, Mumbai, Maharashtra - 400011, India.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation.</p> <p>DIN: 09089783</p>	<p>Appointed as Additional Non-Executive Director of the Company with effect from August 22, 2024.</p> <p>Re-designated as Non-Executive Director with effect from September 14, 2024 vide shareholder's resolution dated September 14, 2024.</p>	<ul style="list-style-type: none"> • Party Cruisers Limited • Raya Technologies Private Limited
<p>Name: Jaideep Narayan Pawar</p> <p>Age: 47 Years</p> <p>Date of Birth: August 26, 1977</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: 1304, Aqua A, Adhiraj Gardens, Plot No 32, Sector 5 Kharghar, Raigarh, Maharashtra -410210, India.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Re-Designated as Non- Executive Independent Director of the Company w.e.f. September 14, 2024 vide shareholder's resolution dated September 14, 2024 for a period of 5 years and shall not be liable to retire by rotation.</p> <p>DIN: 07221800</p>	<p>Appointed as Additional Independent Director of the Company with effect from September 12, 2024.</p> <p>Re-Designated as Non-Executive Independent Director of the Company w.e.f. September 14, 2024 vide shareholder's resolution dated September 14, 2024.</p>	<ul style="list-style-type: none"> • Pay10 Services Private Limited • Altamindz Innovative Solutions Private Limited • Ompri Investment Private Limited • Ompri Buildcon Private Limited
<p>Name: Bhanupriya Nikhil Thakur</p> <p>Age: 40 Years</p> <p>Date of Birth: August 08, 1984</p>	<p>Appointed as Additional Independent Director of the Company with effect from June 12, 2024.</p>	<ul style="list-style-type: none"> • Bajaj Steel Industries Limited • Droneacharya Aerial Innovations Limited

Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Designation: Non-Executive Independent Director</p> <p>Address: Shriram Nagar Tumsar, opp Rajaram lawns, VTC Tumsar, Bhandara-Maharashtra-441912, India.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Re-Designated as Non- Executive Independent Director of the Company w.e.f. September 14, 2024 vide shareholder’s resolution dated September 14, 2024 for a period of 5 years and shall not be liable to retire by rotation.</p> <p>DIN: 08276607</p>	<p>Re-Designated as Non-Executive Independent Director of the Company w.e.f. September 14, 2024 vide shareholder’s resolution dated September 14, 2024.</p>	<ul style="list-style-type: none"> • Nagpur Smart and Sustainable City Development Corporation Limited
<p>Name: Ayush Munnalal Sharma</p> <p>Age: 37 years</p> <p>Date of Birth: October 17, 1987</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: Varsha Apartment, Wardhaman Nagar warehouse, VTC Bagadganj, PO Bagadganj, Nagpur, Maharashtra-44008, India.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Re-Designated as Non- Executive Independent Director of the Company w.e.f. July 19, 2024 vide shareholder’s resolution dated September 14, 2024 for a period of 5 years and shall not be liable to retire by rotation</p> <p>DIN: 06628387</p>	<p>Appointed as Additional Independent Director of the Company with effect from July 19, 2024.</p> <p>Re-designated as Non-Executive Independent Director of the Company w.e.f. September 14, 2024 vide shareholder’s resolution dated September 14, 2024.</p>	<ul style="list-style-type: none"> • Global And Legal Corp Private Limited • Om Shakti Legal Services LLP

*Companies are struck off

BRIEF PROFILE OF OUR DIRECTORS

Sachin Purushottam Pande, aged 52, is the Promoter and Managing Director of our Company, also serving as the Chief Technology Officer. He has been awarded as the CEO of the year in Asia Leadership Awards, held in Mumbai. He holds a Bachelor’s degree in Engineering from Rashtrasant Tukadoji Maharaj Nagpur University and Master’s degree in Business Administration from the Institute of Advanced Studies in Education University along with diploma in computer technology. He has over 26 years of experience in the IT industry, he co-founded our Company with Avinash Narayanrao Shende in 1997 and has since then played a crucial role in its growth and innovation. His thorough knowledge of system management, database design, and digital payment solutions enables him to drive the company’s technological advancements and market strategies effectively. Under his guidance, the company continues to thrive in a rapidly evolving technological landscape.

Avinash Narayanrao Shende, aged 53 years, is the Promoter, Chairman and Executive Director of our Company, also serving as the Chief Financial Officer of our Company. He holds a Bachelor’s degree in Engineering from Rashtrasant

Tukadoji Maharaj Nagpur University and Master's degree in business administration from the Institute of Advanced Studies in Education University. With over 26 years of experience in the IT industry, Shende co-founded our Company with Sachin Purushottam Pande in 1997 and he has been involved with the company from day one and has played a pivotal role in strategizing, designing, and implementing new products. His in-depth knowledge of the banking environment, combined with a successful track record in IT, allows him to adeptly understand and address client needs. Through his techno-commercial approach, he has successfully managed the development of cost-effective IT solutions, driving innovation and growth within the company. His leadership and vision continue to shape the strategic direction of the organization.

Asit Oberoi, aged 58 years, is the Non-Executive Director of our Company. He is a Chartered Accountant and a member of the Institute of Chartered Accountants of India (ICAI) since 1990. He has over 9 years of working experience at Yes Bank Ltd as a senior group president. His leadership qualities and strategic mindset enable him to provide valuable insights and guidance, contributing significantly to our Company's growth and governance.

Jaideep Narayan Pawar, aged 47, is a Non-Executive Independent Director of our Company. He has completed bachelor of engineering from university of Pune and MBA degree in business administration. He has also done a Post Graduate Diploma in Business Analysis and Skills Execution from the Symbiosis Institute of Business Management, Pune in year 2002. He has qualified Senior Executive Leadership Program at Harvard Business School. He has over 11 years' experience in overseeing sales and business development.

Bhanupriya Nikhil Thakur, aged 40, is a Non-Executive Independent Director of our Company. She is a Qualified Company Secretary since 2015. She holds a Bachelor's degree in Law and a Master's degree in Commerce from Rashtrasant Tukadoji Maharaj Nagpur University and has over 5 years of experience of working as a company secretary with Bajaj Global Limited and Nagpur Smart and Sustainable City Development Corporation Limited ("NSSCDCL").

Ayush Munnalal Sharma, aged 37 years is a Non-Executive Independent Director of our Company. He holds a LLB degree from Rashtrasant Tukadoji Maharaj Nagpur University completed in year 2011 and is a member of the Bar Council of Maharashtra and Goa since 2011. His areas of practice include corporate law, criminal law, civil litigation, and legal consulting.

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.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

None of our Directors, Key Managerial Personnel and Senior Management are related to each other.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.

SERVICE CONTRACTS WITH DIRECTORS

The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.

DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extraordinary General Meeting of our Company held on September 14, 2024 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or re-enactment thereof) the Board of Directors of the Company are authorized to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the

Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 200.00/- (Rupees Two Hundred Crores Only).

TERMS OF APPOINTMENT OF OUR DIRECTORS

Terms of employment of our Executive Directors

Sachin Purushottam Pande

Sachin Purushottam Pande, has been director of the Company since September 12, 1997. Further, at the Board Meeting of the Company dated September 13, 2024, he was re-designated as the Managing Director of our Company for a period of five years with effect from September 13, 2024. The details of his compensation as revised by our Board with effect from September 13, 2024, for a period of five years, are as stated below:

Particulars	Terms of remuneration
Remuneration/Compensation*	₹ 10.00 Lakhs per month.
Other benefits	Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company;

*In the capacity of Managing Director and CTO.

Avinash Narayanrao Shende

Avinash Narayanrao Shende, has been director of the Company since September 12, 1997. Further, at the Board Meeting of the Company dated September 13, 2024, he was re-designated as the Chairman and Executive Director of our Company for a period of five years with effect from September 13, 2024. The details of his compensation as revised by our Board with effect September 13, 2024, for a period of five years, are as stated below:

Particulars	Terms of remuneration
Remuneration/Compensation*	₹ 10.00 Lakhs per month.
Other benefits	Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company;

*In the capacity of Executive Director and CFO.

SITTING FEES

Pursuant to the resolution passed by the Board of Directors of our Company on September 16, 2024 the Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹ 25,000 for attending every meeting of Board and ₹ 10,000 for attending each meeting of committees to the independent directors of the company thereof.

PAYMENTS OR BENEFITS TO OUR DIRECTORS

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The remuneration / sitting fees paid to the directors during the last F.Y. 2023 - 24 is as follows:

(₹ in Lakhs)

Sr. No.	Name	Designation	Remuneration paid
1.	Sachin Purushottam Pande	Managing Director	49.22 Lakhs
2.	Avinash Narayanrao Shende	Chairman and Executive Director	49.22 Lakhs

REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARIES OR ASSOCIATES

As on date of this Draft Red Heering Prospectus, our company do not have any subsidiaries, however in Fiscal 2024, our company had a subsidiary, namely Virtual Galaxy Insurance Brokers Private Limited. our directors have not been paid any remuneration from Virtual Galaxy Insurance Brokers Private Limited in Fiscal 2024.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of the Directors are party to any bonus or profit-sharing plan of our Company.

SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of the Director	No. of Equity Shares	% of pre offer paid up capital
1.	Sachin Purushottam Pande	74,45,698	40.69%
2.	Avinash Narayanrao Shende	74,45,698	40.69%
3.	Asit Oberoi jointly with Divya Oberoi	16,437	0.09%

INTEREST OF OUR DIRECTORS

All our directors may be deemed to be interested to the extent of remuneration, Compensation and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “*Our Management – Shareholding of our Directors*” on page 198 of this Draft Red Herring Prospectus.

Further, relatives of certain of our directors are also shareholders and / or employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see “*Restated Financial Statements – Annexure IX - Related Party Transactions*” on page 214 and “*Our Promoters and Promoter Group*” on page 208 of this Draft Red Herring Prospectus. Except mentioned in the Restated Financial Statements, no loans have been availed or extended by our directors from or to, our Company.

None of our directors have interest in any property acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 156 and 214 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Except Sachin Purushottam Pande, and Avinash Narayanrao Shende, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

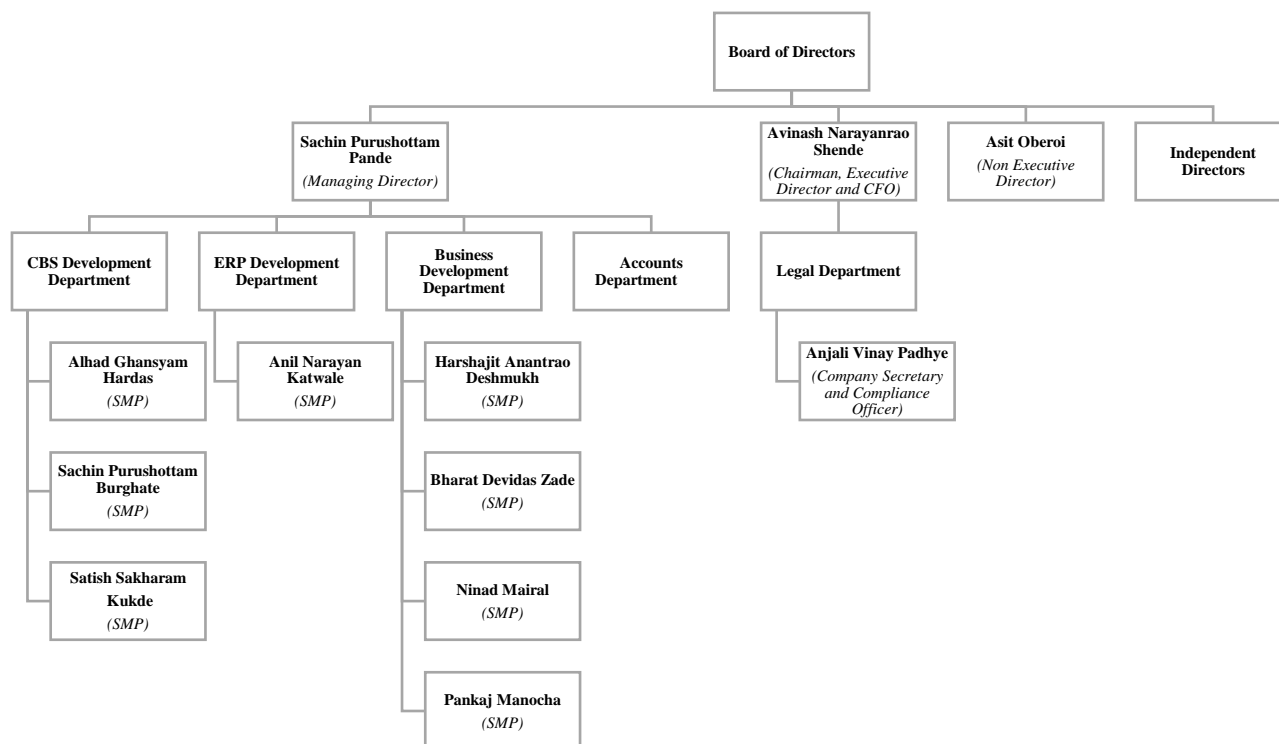
Other Confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such Director to become or to help such Director qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
1.	Asit Oberoi	August 22, 2024	Appointed as Additional Non-Executive Director
2.	Asit Oberoi	September 14, 2024	Regularized as Non-Executive Director
3.	Ayush Munnalal Sharma	July 19, 2024	Appointed as Additional Non-Executive Independent Director
4.	Ayush Munnalal Sharma	September 14, 2024	Regularized as Non-Executive Independent Director
5.	Bhanupriya Nikhil Thakur	June 12, 2024	Appointed as Additional Non-Executive Independent Director
6.	Bhanupriya Nikhil Thakur	September 14, 2024	Regularized as Non-Executive Independent Director
7.	Jaideep Narayan Pawar	September 12, 2024	Appointed as Additional Non-Executive Independent Director
8.	Jaideep Narayan Pawar	September 14, 2024	Regularized as Non-Executive Independent Director
9.	Sachin Purushottam Pande	September 14, 2024	Redesignated as Managing Director
10.	Avinash Narayanrao Shende	September 14, 2024	Redesignated as Chairman and Executive Director

ORGANIZATIONAL STRUCTURE



CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has 6 (Six) Directors, comprising 1 (one)

Managing Director, 1 (one) Chairman and Executive Director, 1 (one) Non-Executive Director and 3 (three) Non-Executive Independent Directors. One of the Non-Executive Independent Directors is a women Director.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has four (4) committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, (iii) Nomination and Remuneration Committee, and (iv) Corporate Social Responsibility Committee.

Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated September 13, 2024 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Bhanupriya Nikhil Thakur	Non-Executive Independent Director	Chairperson
Ayush Munnalal Sharma	Non-Executive Independent Director	Member
Asit Oberoi	Non-Executive Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure of any related party transactions; g. Qualifications in the draft audit report;
 - (vii) Qualifications in the draft audit report;
5. Reviewing with the management the quarterly financial statements before submission to the board for approval;
6. 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/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;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;
11. 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;
12. 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;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated September 13, 2024 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholder's Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Jaideep Narayan Pawar	Non-Executive Independent Director	Chairperson
Avinash Narayanrao Shende	Executive Director	Member
Sachin Purushottam Pande	Managing Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;

9. Authorise affixation of common seal of the Company;
10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet at least four times in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated September 13, 2024 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Ayush Munnalal Sharma	Non-Executive Independent Director	Chairperson
Bhanupriya Nikhil Thakur	Non-Executive Independent Director	Member
Asit Oberoi	Non-Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i) use the services of an external agencies, if required;
 - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

6. 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; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

Corporate Social Responsibility Committee

Our Board has constituted the Corporate Social Responsibility Committee vide Board Resolution dated September 13, 2024 pursuant to section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Avinash Narayanrao Shende	Executive Director	Chairperson
Sachin Purushottam Pande	Managing Director	Member
Jaideep Narayan Pawar	Non-Executive Independent Director	Member

The scope of Corporate Social Responsibility Committee shall include but shall not be restricted to the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time; and
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Meeting of Corporate Social Responsibility Committee and Relevant Quorum

The quorum necessary for a meeting of the Corporate Social Responsibility Committee shall be two members or one third of the members of the committee whichever is greater. The Committee shall meet at least once in a year.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the NSE Emerge. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

Key Managerial Personnel of our Company:

Sachin Purushottam Pande is the Managing Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 195.

Avinash Narayanrao Shende is the Chairman, Executive Directors and Chief Financial Officer in our Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 195.

Anjali Vinay Padhye, aged 47 years, has been the Company Secretary and Compliance Officer of our Company with effect from April 01, 2019. She is an Associate Member of the Institute of Company Secretaries of India since 2009. She holds a Master’s of Commerce degree and a Post Graduate Diploma in Financial Management from Nagpur University. She has also qualified Master of Business Administration and Master in Arts from the Nagpur university. She has been associated with our company since year 2012 initially appointed as HR manager and Company Secretary later on continued with us as Company Secretary, she has over 12 years of experience in managing our Company’s compliance division and is responsible for overseeing the secretarial and compliance functions. Her past experiences include, working as CEO of Waghalkar Ayurved Hospital & Research Institute for a period of over 5 years. In the Fiscal year 2023-24, she received remuneration of ₹10.82 Lakhs.

Senior Management Personnel of our Company:

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Harshajit Anantrao Deshmukh, aged 51 years is the “Director-Business Development & Marketing -Domestic” in Marketing department of our company, he has been associated with our company since 2010. He has qualified Master of Business Administration from National Institute of Management in year 2008 and also holds an advanced certificate in web application development from IBM global services India. He has a total work experience of more than 17 years in marketing. He was paid ₹ 21.84 Lakhs in the Fiscal Year 2023-24

Bharat Devidas Zade, aged 48 years is the “Director-Operations & Digital transformation” in Marketing department of our company. He has completed Diploma in Mechanical Engineering from Maharashtra state board of technical education, and has been associated with our company since year 2006. He has approx. 17 years of working experience in our company as an assistant marketing manager. He was paid ₹ 19.97 Lakhs in the Fiscal Year 2023-24.

Ninad Vinod Mairal, aged 48 years is the “Director-International Business” in business development department of our Company. He joined our company in October, 2014. He has qualified Bachelor of commerce from Nagpur University. He has working experience of 4 years as general manager at Business Machines Limited. He was not paid any compensation in FY 2023-24 since the appointment was with effect from October, 2024.

Pankaj Manocha, aged 42 years, is the “Senior Vice President-Business Development” in Marketing department of our company, he has been associated with our Company since 2011. He has qualified Master of Business Administration from Allahabad agricultural institute in year 2005 and also holds a Post Graduate Diploma in Computer Applications from Makhnallal Chaturvedi Rashtriya Patrakarita Vishwavidyalaya Bhopal. With over 12 years of experience within our organization, he is responsible for overseeing various business development projects. He was paid ₹ 18.25 Lakhs in the Fiscal Year 2023-24.

Alhad Ghansyam Hardas, aged 60 years is the “Director-Banking Domain” in CBS department of our company, He has been associated with our company since year 2005, He has completed his bachelor’s degree in science from the Amravati University. He is responsible for overseeing banking functions for our company, He has approx.16 years of working experience with Nagpur Nagrik Sahakari Bank Ltd. As a branch manager and more than 17 years of experience in our company. He was paid ₹ 14.02 Lakhs in the Fiscal Year 2023-24.

Sachin Purushottam Burghate, aged 45 years is the “Director-Technical” in CBS department of our Company, He has been associated with our company since year 2006, He has qualified Master in computer application (MCA) from Amravati University, He has a total work experience of more than 19 years as a senior software testing engineer in our company. He was paid ₹ 18.90 Lakhs in the Fiscal Year 2023-24.

Satish Sakharam Kukde, aged 49 years is the “Principal Database Architect” in CBS Department of our Company. He joined our company in 2007, has a working experience of more than 15 years in our company as Senior software programmer. He has qualified Master in computer application (MCA) from Amravati University. He was paid ₹ 18.90 Lakhs in the Fiscal Year 2023-24.

Anil Narayan Katwale, aged 51 years is the “Senior Vice President -Project” in ERP department of our company, He has been associated with our company since year 2006, He has completed master’s in Relational database Management System from Datapro infoworld Ltd. Pune. he has a total work experience of more than 23 years, in software development ERP division. He was paid ₹ 14.05 Lakhs in the Fiscal Year 2023-24.

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

RELATIONSHIP BETWEEN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Managerial Personnel and Senior Management are related each other.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS OR OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

There is no profit-sharing plan for the Key Managerial Personnel or senior management. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All our Key Managerial Personnel and senior management are permanent employees of our Company.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

Except for the following, none of our KMPs or senior management hold any shares of our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Director	Designation	No. of Equity Shares	Percentage of Pre-Offer Capital (%)
1.	Sachin Purushottam Pande	Managing Director	74,45,698	40.69%
2.	Avinash Narayanrao Shende	Executive Director and CFO	74,45,698	40.69%
3.	Ninad Vinod Mairal	Director-International Business	1,540	0.01%

CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

Name	Date of Appointment/ Change in designation	Reason for Change
Avinash Narayanrao Shende	September 14, 2024	Appointed as Chief Financial Officer
Sachin Purushottam Pande	September 14, 2024	Redesignated as Managing Director
Pankaj Manocha	September 16, 2024	Redesignated as Senior Management Personnel
Harshajit Anantrao Deshmukh	September 16, 2024	Redesignated as Senior Management Personnel
Anil Narayan Katwale	September 16, 2024	Redesignated as Senior Management Personnel
Alhad Ghansyam Hardas	September 16, 2024	Redesignated as Senior Management Personnel
Sachin Purushottam Burghate	September 16, 2024	Redesignated as Senior Management Personnel
Bharat Devidas Zade	September 16, 2024	Redesignated as Senior Management Personnel
Satish Sakharam Kukde	September 16, 2024	Redesignated as Senior Management Personnel
Ninad Vinod Mairal	September 16, 2024	Redesignated as Senior Management Personnel

INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Management Personnel or Senior Management has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The attrition of Key Managerial Personnel and senior management is not high in our Company compared to the industry.

EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.



PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

No non-salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,48,91,396 Equity Shares, representing 81.38% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure" beginning on page 84.

The details of our Promoters are as under:

Sachin Purushottam Pande	
	<p>Sachin Purushottam Pande, aged 52 years is one of the Promoter and Managing Director of our Company. For his complete profile along with the details of his educational qualification, professional experience, positions/posts held in past, directorships held, special achievements and his business and financial activities, please refer to the chapter titled "Our Management" on page 193.</p> <p>Date of Birth: February 10, 1972</p> <p>PAN: AAMPP7720L</p> <p>Residential Address: 26, LIC Colony, Khamla Road, VTC: Vivekanand Nagar, PO: Vivekanand Nagar, Sub District: Nagpur, Maharashtra – 440015, India.</p>
Avinash Narayanrao Shende	
	<p>Avinash Narayanrao Shende, aged 53 years is one of the Promoter, Chairmann and Executive Director of our Company. For his complete profile along with the details of his educational qualification, professional experience, positions/posts held in past, directorships held, special achievements and his business and financial activities, please refer to the chapter titled "Our Management" on page 193.</p> <p>Date of Birth: October 06, 1971</p> <p>PAN: ABJPS2570H</p> <p>Residential Address: Plot n 3, Ring Road, Behind Dr. Mahatme Eye Bank, Old Central Excise Colony, Nagpur, Maharashtra – 440015, India.</p>

Other ventures of our Promoters

Other than as disclosed in "Companies / Corporate Entities Forming Part of the Promoter Group" below and in section "Our Management – Other Directorships" on page 193, our Promoters are not involved in any other ventures.

DECLARATION

Our Company confirms that the permanent account numbers, bank account numbers, Aadhar card numbers, passport numbers and driving license numbers of our Promoters shall be submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus.

CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

Our Promoters have adequate experience in the business activities undertaken by our Company. For details in relation to experience of our Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 193.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of Remuneration payable / paid, commission, perquisites, rent paid and compensation paid to or their relatives or them and fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of expenses payable to them as the directors of our Company, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 84, 214 and 193.

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 directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 84.

Interest of Promoters in the Property of our Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 176 and 214 respectively, of this Draft Red Herring Prospectus, 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 or in any transaction with respect to the acquisition of land, construction of building or 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 these contracts, agreements or arrangements as on the date of this Draft Red Herring Prospectus.

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 214 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 nor is there any intention to pay or give any amount or benefit to our Promoters or members of our Promoter Group.

MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS TO THIRD PARTY WITH RESPECT TO EQUITY SHARES

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

A. *Natural Persons who are Part of the Promoter Group*

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Sachin Purushottam Pande	Late Purushottam Narayan Pande	Father
	Late Parinita Purushottam Pande	Mother
	Sampada Sachin Pande	Spouse
	-	Brother
	Savita Aravind Joshi	Sister(s)
	Asawari Atul Paretkar	
	-	Son
	Samruddhi Sachin Pande	Daughter
	Late Pramod Salpekar	Spouse's Father
	Sunanda Pramod Salpekar	Spouse's Mother
	Sameer Pramod Salpekar	Spouse's Brother
-	Spouse's Sister	
Avinash Narayanrao Shende	Narayan Marotrao Shende	Father
	Late Indumati Narayan Shende	Mother
	Shilpa Avinash Shende	Spouse
	-	Brother
	Suchita V Sontakke	Sister
	Tanmay Avinash Shende	Son
	Siddhanti Avinash Shende	Daughter
	Late Shamrao Daulatrao Vaidya	Spouse's Father
	Tara Shyamrao Vaidya	Spouse's Mother
	Late Anand Shamrao Vaidya	Spouse's Brother
	Sadhana Madhav Ghuse	Spouse's Sister(s)
	Safalta Yashwant Ambatkar	
	Sandhya Satish Somnathe	
Nandini Vijay Balwaik		

B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of Promoter Group Entity/Company
1.	M/s. Anupamtantra Technologies Private Limited
2.	M/s. Paynext Private Limited
3.	M/s. Virtual Galaxy Fintech Private Limited
4.	M/s. Rhugved Health Care Pharma Private Limited
5.	M/s. GSK Reddy's Suntorent Pharma Private Limited
6.	M/s. Ekvira Suretechcare Pharma Private Limited
7.	M/s. Rhugved Pharmaceuticals (Partnership Firm of Safalta Yashwant Ambatkar)
8.	M/s. Sampada Infosolutions Private Limited
9.	M/s SIP Fund Private Limited
10.	M/s. Virtual Galaxy Insurance Brokers Private Limited

COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Except as disclosed below, none of our Promoters have disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Promoter	Name of Company or firm	Reason for Disassociation	Date of Disassociation
1.	Sachin Purushottam Pande	Sampada Infosolutions Private Limited	Resignation from Directorship	March 01, 2023
2.	Avinash Narayanrao Shende	Sampada Infosolutions Private Limited	Resignation from Directorship	March 01, 2023

OUR GROUP COMPANY

In terms of SEBI ICDR Regulations, the term “Group Company” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated September 16, 2024 our Group Company includes: (i) Those companies which are identified as companies, with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards (ii) All companies which are considered material by the Board of Directors.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have identified the following as Group Companies, (i) Virtual Galaxy Fintech Private Limited (ii) Paynext Private Limited and (iii) Sampada Infosolutions Private Limited as the Group Companies of our Company.

1. Details of our Group Companies

In accordance with SEBI ICDR Regulations, the financial information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value derived from the audited financial statements of the Group Company for the preceding three years are available as mentioned below:

Sr. No	Group Companies	Websites	Registered Office
1.	Virtual Galaxy Fintech Private Limited	https://vgipl.com/	3, Central Excise Colony, Chhatrapati Square, Ring Road, Nagpur, Maharashtra, 440015, India.
2.	Paynext Private Limited	https://paynext.co.in/	2 nd Floor, 1 A, Esspee Tower, Datta Pada Road, Opp Oberoy Sky City, Borivali (E), Mumbai, Mumbai City, Mumbai, Maharashtra, India, 400066.
3.	Sampada Infosolutions Private Limited	https://sampadainfosolutions.in/	Flat No. 1701, Building No. K wing, Phase 2, Bhoomi Acres Wagh bill, GB Road, Thane, THANE, Maharashtra, India, 400615.

Our Company has provided the links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on our Company’s websites does not constitute a part of this Draft Red Herring Prospectus. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor the BRLM nor any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

2. Nature and extent of interest of Group Companies

In the promotion of our Company

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion of our Company.

In properties acquired by us in the preceding three years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

3. Common pursuits between our Group Companies

Some of our Group Companies have common pursuits with our Company and each other and are engaged in similar lines of business to that of our Company. We shall adopt necessary procedures and practices as permitted by law to address any situations of conflict of interest, as and when they may arise.

Our Company purchase servers from Virtual Galaxy Fintech Private Limited and EFT Switch services from Paynext Private Limited to execute BOT projects and business advances from Sampada Infosolutions Private Limited.

4. Related business transactions within the group and significance on the financial performance of our Company

Other than the transactions appearing in “*Related Party Transactions*” on page 26, there are no other related business transactions between our Group Companies and the Company.

5. Litigation

Our Group Companies is not a party to any pending litigation which may have a material impact on our Company.

6. Business interests or other interests

There are related party transactions between the Group Companies and our Company as appearing in “*Related Party Transactions*” on page 26. Other than the related party transactions, our Group Companies do not have any business interest or other interest in our Company.

7. Confirmations

Our Group Companies does not have its equity shares or debt securities listed on any stock exchange in India or abroad.

Our Group Companies has not been refused listing of equity shares or any other securities during immediately ten preceding years or failed to meet the listing requirements of any stock exchanges in India or abroad.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of 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 gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/ modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see Risk Factors – *Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.*

Our Company has not paid / declared any dividend in six-month period ended September 30, 2024 and in last three years from date of this Draft Red Herring Prospectus.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr No.	Particulars	Page No
1.	Restated Standalone Financial Statements	F-1 to F- 31
2.	Restated Consolidated Financial Statements	F-32 to F- 60

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OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Standalone Financial Statements, are given below:

(₹ in Lakhs except the percentage % data)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit After tax as Restated (A)	1,890.57	1,630.19	179.53	126.39
Add: Tax Expenses	813.05	629.40	299.24	177.24
Add: Depreciation	267.74	592.68	564.48	455.72
Add: Finance Cost	115.74	250.17	265.87	260.68
Less: Other Income	(1.90)	(5.70)	(7.37)	(10.98)
EBITDA	3,085.20	3,096.74	1,301.76	1,009.05
EBITDA Margin (%)	43.08%	50.38%	22.26%	23.67%
Net Worth as Restated (B)	7,734.88	4,093.85	2,463.65	2,284.12
Return on Net worth (%) as Restated (A/B)	24.44%	39.82%	7.29%	5.53%
Equity Share at the end of year (in Nos.)(C)	18,298,635	11,000,160	11,000,160	11,000,160
Weighted No. of Equity Shares Considering Bonus & Split Impact (D)	17,958,029	16,500,240	16,500,240	16,500,240
(Post Bonus after restated period with retrospective effect)				
Basic & Diluted Earnings per Equity Share as Restated (A/C)	10.33	14.82	1.63	1.15
Basic & Diluted Earnings per Weighted No. of Equity Share as Restated after considering Bonus Impact with retrospective effect (A/D)	10.53	9.88	1.09	0.77
Net Asset Value per Equity share as Restated (B/C)	42.27	37.22	22.40	20.76
Net Asset Value per Equity share as Restated after considering Bonus & Split Impact with retrospective effect (B/D)	43.07	24.81	14.93	13.84

Note: -

EBITDA Margin = EBITDA/Total Revenues .

*Networth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off.
Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.*

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100.

Net asset value/Book value per share (₹) = Net worth / No. of equity shares.

The Company does not have any revaluation reserves or extra-ordinary items.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Consolidated Financial Statements, are given below:

(₹ in Lakhs except the percentage % data)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Profit After tax as Restated (A)	1,653.95	71.77	40.22
Add: Tax Expenses	630.33	296.94	174.78
Add: Depreciation	600.46	603.17	486.14
Add: Finance Cost	248.38	275.43	263.20
Less: Other Income	(7.21)	(8.44)	(11.72)
EBITDA	3,136.09	1,192.76	915.67
EBITDA Margin (%)	49.38%	19.99%	21.14%
Net Worth as Restated (B)	4,140.20	2,039.97	2,014.31
Return on Net worth (%) as Restated (A/B)	39.95%	3.52%	2.00%
Equity Share at the end of year (in Nos.) (C)	1,10,00,160	1,10,00,160	1,10,00,160
Weighted No. of Equity Shares Considering Bonus & Split Impact (D)	1,65,00,240	1,65,00,240	1,65,00,240
(Post Bonus after restated period with retrospective effect)			
Basic & Diluted Earnings per Equity Share as Restated (A/C)	15.04	0.65	0.37
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/D)	10.02	0.43	0.24
Net Asset Value per Equity share as Restated (B/C)	37.64	18.54	18.31
Net Asset Value per Equity share as Restated after considering Bonus & Split Impact with retrospective effect (B/D)	25.09	12.36	12.21

Note: -

EBITDA Margin = EBITDA/Total Revenues

Networth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off
Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of March 31, 2024, derived from our Restated Standalone Financial Information:

Based on Restated Standalone Financial Information

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	September 30, 2024	
Debt:		
Long Term Debt	2,201.50	1,901.50
Short Term Debt	774.23	774.23
Total Debt	2,975.73	2,675.73
Shareholders Funds		
Equity Share Capital	1,829.86	[●]
Reserves and Surplus	5,905.01	[●]
Less: Misc. Expenditure	-	-
Total Shareholders' Funds	7,734.88	[●]
Long Term Debt/ Shareholders' Funds	0.28	[●]
Total Debt / Shareholders Fund	0.38	[●]
* Assuming Full Allotment of IPO shares		

*Company has increased authorised capital of the Company from Rs. 1500 Lakh divided into 150 Lakhs Equity Shares of Rs. 10 each to Rs. 2500 Lakhs divided into 250 Lakhs Equity Shares of Rs. 10 each vide shareholders' resolution dated March 18, 2024.

"#Company has allotted 3,54,254 Equity Shares of Rs. 10 each at a price of Rs. 146 each through private placement on May 04, 2024, 7,03,383 Equity shares of Rs. 10 each at a price of Rs. 146 each through private placement on May 27, 2024 and 1,41,308 Equity shares of Rs. 10 each at a price of Rs. 146 each through private placement on June 03, 2024. Further Company has allotted 60,99,530 Bonus Equity Shares of Rs. 10 each on June 19, 2024 in the ratio of 1:2 i.e. for every equity share, 0.5 bonus shares were issued."

As on date of this Draft Red Herring Prospectus, the company does not have any subsidiary company, hence, the Capitalisation statement is mentioned on the basis of Restated Standalone Financial Information.

FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on September 30, 2024:

Nature of Borrowing	Amount (₹ in Lakhs)
Secured Borrowings	
Fund Based	
From banks	1,312.19
From NBFC's	-
Total Fund based – (a)	1,312.19
Non-Fund Based	
Letter of Credit	-
Bank Guarantee	304.64
Non-Fund based total (b)	304.64
Unsecured Borrowings	
Fund Based	
From Banks	-
From Corporates	656.00
From Directors, Relatives and Members	1007.54
Total Fund based (c)	1663.54
Non-Fund Based (d)	
	-
Total (a + b + c + d)	3,280.37

Details of Secured Borrowings

(₹ In Lakhs)

Name of Lender	Sanction year	Nature of the Facility	Amount Sanctioned	Amount outstanding as on September 30, 2024	Principal Terms & Conditions
Bank of Maharashtra	FY 20-21	Term Loan	400.00	192.15	Tenure: 84 Months Number of Instalments: 12 Interest Rate: 12.25% Interest Type: p.a. Security: Hypothecation of Immo. Properties.
Bank of Maharashtra	FY 21-22	ECLGS	91.00	71.73	Tenure: 60 Months Number of Instalments: 12 Interest Rate: 9.25% Interest Type: p.a. Security:

Name of Lender	Sanction year	Nature of the Facility	Amount Sanctioned	Amount outstanding as on September 30, 2024	Principal Terms & Conditions
					Hypothecation of Immo. Properties.
Bank of Maharashtra	FY 22-23	WCDL	300.00	207.15	Tenure: 84 Months Number of Instalments: 12 Interest Rate: 9.55 % Interest Type: p.a. Security: Hypothecation of Immo. Properties.
Bank of Maharashtra	FY 22-23	Term Loan	500.00	414.93	Tenure: 84 Months Number of Instalments: 12 Interest Rate: 10.70 % Interest Type: p.a. Security: Hypothecation of Immo. Properties.
Bank of Maharashtra	FY 21-22	Cash Credit	400.00	382.97	Interest Rate: 9.55 % Security: Hypothecation of Stock and Receivable
Pusad Urban Co-op Bank Ltd	FY 22-23	OD against FD	45.00	43.26	Interest Rate: 8.50 % Security: Fixed Deposit
		Sub Total (a)	1,736.00	1,312.19	

Name of Lender	Sanction year	Nature of the Facility	Amount Sanctioned	Amount outstanding as on September 30, 2024	Principal Terms & Conditions
Bank of Maharashtra	FY 2020-2021	Bank Guarantee	247.00	198.98	25% Cash margin in terms of deposits. Counter guarantee of the Company. Additional Charge on Current Assets.
DBS Bank Limited	FY 2022-2023	Bank Guarantee	200.00	105.66	Against Fixed Deposit
		Sub Total (b)	447.00	304.64	
		Gross Total	2,183.00	1,616.83	

Details of Unsecured Borrowings

(Rs. In Lakhs)

Name of the Director/Related Party/Members/Corporates	Amount Outstanding as on September 30, 2024
Avinash Shende (Director)	90.04
Anagha Patrikar (Member)	127.50
Vijay Menon (Member)	670.00
Premilata Sudhir Baheti (Member)	120.00
Infocraft Technologies Pvt Ltd. (Corporate)	343.00
Prithvi Dealers Pvt Ltd. (Corporate)	135.00
Shruti Vinmay Pvt. Ltd. (Corporate)	100.00
Yograj Deal Trade Pvt. Ltd. (Corporate)	78.00

The Company has following Restrictive Covenants as per Bank Sanctioned Letter.

- 1) The company is prohibited from using the facility amount or any part thereof for any purpose other than for which it has been sanctioned and in case of violation, the bank has a right to recall the facility amount or any part thereof at once not withstanding anything contrary to the above or any other agreement.
- 2) The company should not make any drastic change in their management set up without the Bank's permission.
- 3) The sanction accorded by the Bank does not vest in any one right to claim any damages against the Bank for any reasons whatsoever.
- 4) The bank reserves the right to transfer part or full credit to any other FI/Bank/Asset Reconstruction company/ Institution.
- 5) The company shall not declare any dividend unless satisfactory arrangements are made for debt servicing.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the period ended September 30, 2024 and the Fiscal Years 2024, 2023, and 2022 is based on, and should be read in conjunction with, our Standalone Restated Financial Statements, including the schedules, notes and significant accounting policies thereto and for the Fiscal Years 2024, 2023, and 2022 is based on, and should be read in conjunction with, our Consolidated Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 214 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.

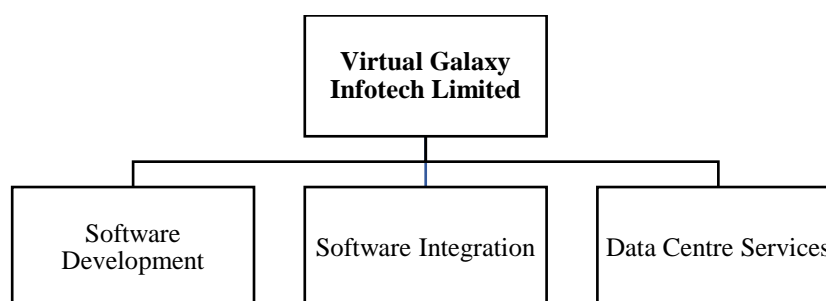
You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 33 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular 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" "the Company", "Our Company" refers to Virtual Galaxy Infotech Limited. Unless otherwise indicated, financial information included herein are based on our "Standalone Restated Financial Statements" for the period ended September 30, 2024 and Financial Years 2024, 2023, and 2022 and Consolidated Restated Financial Statements" for Financial Years 2024, 2023, and 2022 included in this Draft Red Herring Prospectus beginning on 214.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

Our Company is a SaaS product focused company engaged in providing core banking software solution, IT solutions, ERP implementation and customized software solutions development, IT services for the BFSI, ERP, and E-Governance domains. We are primarily involved in the development, customization, installation, and implementation of software applications, along with comprehensive post-implementation support, monitoring, and maintenance services for the delivered solutions. To provide a seamless experience to our clients, we offer a range of essential allied services, ensuring that all software needs are met under one roof. Our wide range of offerings covers services including consultation, architecture, solution design, implementation, monitoring and managed services. Our solution offerings are as below:



Founded in 1997 in Nagpur, our Company has been delivering secure core banking solutions within a seamlessly integrated banking and financial ecosystem. Under the leadership of Avinash Narayanrao Shende and Sachin Purushottam Pande, we have built a diverse clientele including banks, microfinance institutions and non-banking financial companies (NBFCs). Our flagship product, E-Banker is a core banking solution designed specifically for banks, societies, and NBFCs. It is available "on-premises with infrastructure" i.e. it offers the flexibility to the customer to deploy E-Banker on their own premises with customized infrastructure. Alternatively, it is also available as off-the-shelf banking software solution in a 'Software as a Service' (SaaS) model. This covers bundled solutions of software and hosting infrastructure on a rental basis for those preferring a hassle-free solution. In addition, we offer IBS-ERP, an ERP solution tailored for small and mid-sized enterprises, and e-APMC, an e-governance software developed for Agricultural Produce Market Committees (APMCs) and government organizations. Recently, we have expanded our product portfolio

with V-Pay, a comprehensive enterprise digital payment solution, V-SOC, E-Autopsy Software, VGST and LOS (Loan Origination System / Module).

Our company holds several quality certifications including including ISO 9001:2015, ISO/IEC 27001:2013, ISO/IEC 20000-1:2018, and ISO/IEC 23001-7:2023. We believe that these certifications underscore our commitment to the highest standards in information security management, comprehensive IT solutions, and advanced software services. With over 26 years of operational experience and a dedicated team of more than 300 employees, we are providing software services to a diverse range of clients. Our clientele includes commercial bank, state cooperative banks, urban cooperative banks, district central cooperative banks, cooperative societies, NBFCs, Savings and Credit Cooperative Societies (SACCOs) under BFSI Sector, various corporate clients under Sugar Industry, Solvex, Textiles, Fertilizer & Seed Industry, Education etc. We are operating from our registered office situated at 3, Central Excise Colony, Chhatrapati Square, Ring Road, Nagpur – 440015, Maharashtra, India. Currently, we are serving customers in various state of India including Maharashtra, Goa, Mizoram, Uttar Pradesh, Telangana, Rajasthan, Manipur, Madhya Pradesh, Himachal Pradesh, Delhi etc and have expanded our reach to the international market including Tanzania and Malawi.

Our go-to-market strategy is built on a combination of direct sales and collaborations with channel partners. In India, we handle direct sales through our in-house team, while our channel partners and dedicated sales and business development teams manage sales in overseas markets. As of September 30, 2024, we have two channel partners in Tanzania and one channel partner in Israel. We offer our software solutions through both licenses and subscriptions model, with a focus on growing our revenue by acquiring new customers and expanding the user base within existing customer organizations. This dual approach enables us to maximize market penetration and foster long-term relationships with our clients.

OUR REVENUE MODEL

Our Company has flexible revenue model tailored to each client's needs. Typically, payments include a One-Time Cost (OTC) and Annual Recurring Charges (ARC), which are generally spread over a five-year period. The OTC can be settled in one or multiple instalments. This structure ensures financial flexibility and alignment with client project milestones. Our business has multiple revenue streams including from:

- d) Sale of products: Sale of software and related service, one-time upfront license fees in relation to the platform deployed on- Premise;
 - Annuity based revenue: recurring fees/charges from the following:
 - ATS/AMC: charges for annual technical support and maintenance (including updates) of licenses, and installation
 - Support: charges for support and development services
- e) SaaS: subscription fees for licenses in relation to platform deployed on cloud
- f) Sale of Hardware and hardware related services: milestone-based charges for implementation and development.

ORDER BOOK

The details of order book for our ongoing projects as of September 30, 2024, is as follows:

Particulars	State	No of projects	Order Book (₹ in lakhs)	Scope of services	Validity Year
BFSI	Karnataka	1	14.40	CBS Software	2025
	Madhya Pradesh	2	1.80	CBS Software	2025
	Maharashtra	24	3,542.45	CBS Software	2026
	Telangana	1	10.25	CBS Software	2026
	Goa	1	599.90	CBS Software	2026
	Export	9	1,018.13	CBS Software	2026
ERP	Maharashtra	5	82.02	ERP Software	2026
	Rajasthan	1	2.00	ERP Software	2026
Government	Maharashtra	1	25.00	ERP Software	2026
Total			5,295.95		

As certified by M/s RKAS & Co, chartered Accountant vide certificate dated October 24, 2024.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024		March 31, 2023		March 31, 2022	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Revenue from Operations ⁽¹⁾	7,160.88	6,350.45	6,146.39	5,968.03	5,848.40	4,332.02	4,262.34
EBITDA ⁽²⁾	3,085.20	3,136.09	3,096.73	1,192.76	1,301.75	915.67	1,009.05
EBITDA Margin (%) ⁽³⁾	43.08%	49.38%	50.38%	19.99%	22.26%	21.14%	23.67%
PAT	1,890.57	1,653.95	1,630.19	71.77	179.53	40.22	126.39
PAT Margin (%) ⁽⁴⁾	26.40%	26.04%	26.52%	1.20%	3.07%	0.93%	2.97%
Return on equity (%) ⁽⁵⁾	31.97%	53.52%	49.72%	3.54%	7.56%	2.00%	5.67%
Return on capital employed (%) ⁽⁶⁾	25.60%	31.68%	30.53%	9.95%	11.30%	7.71%	9.43%
Debt-Equity Ratio (times) ⁽⁷⁾	0.38	0.93	0.94	1.90	1.55	1.77	1.53
Net fixed asset turnover ratio ⁽⁸⁾	2.38	2.07	2.03	1.71	1.76	1.74	1.75
Current Ratio (times) ⁽⁹⁾	1.09	1.00	0.99	1.13	1.29	0.93	1.07

**As certified by Peer review Auditor by way of their certificate dated October 23, 2024.

Notes:

- 1) Revenue from operation means revenue from sale of our products.
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income.
- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- 5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity.
- 6) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities).
- 7) Debt to Equity ratio is calculated as Total Debt divided by equity.
- 8) Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations.
- 9) Current Ratio is calculated by dividing Current Assets to Current Liabilities.
- 10) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2024

In the opinion of the Board of Directors of our Company, since the date of the stub period as disclosed in this Draft Red Herring Prospectus, there have not arisen 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.

1. Company has increased authorised capital of the Company from ₹ 1500 Lakh divided into 150 Lakhs Equity Shares of ₹ 10 each to ₹ 2500 Lakhs divided into 250 Lakhs Equity Shares of ₹ 10 each vide shareholders' resolution dated March 18, 2024.
2. Company has allotted 3,54,254 Equity Shares of ₹ 10 each at a price of ₹ 146 each through private placement on May 04, 2024, 7,03,383 Equity shares of ₹ 10 each at a price of ₹ 146 each through private placement on May 27, 2024 and 1,41,308 Equity shares of ₹ 10 each at a price of ₹ 146 each through private placement on June 03, 2024.
3. Pursuant to Board resolution dated on June 19, 2024, allotted 60,99,530 bonus equity shares of face value of ₹ 10.00 on June 19, 2024 in the ratio 1:2 i.e. One (1) bonus equity share for every two (2) equity share.

4. The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the EOGM held on September 14, 2024.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer “Significant Accounting Policies to the Restated Financial Statements”, under Section titled “*Financial Information*” beginning on page 214.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 33 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Substantial portion of our revenues has been dependent upon our Core Banking software i.e. E-Banker. The loss of any one or more of our major clients would have a material effect on our business operations and profitability;
2. Dependency on orders from the banks, government and private sector clients for majority of our revenue, which may expose us to risk;
3. Significant disruptions in our information technology systems or breaches of data security could affect our business and reputation;
4. Dependency on ability to customize software products as per the demands and requirements of the customer based on latest technology;
5. We have not yet placed orders for the GPU, server & storage system at Data Centre, which we propose to finance from the Net Proceeds;
6. Several risks associated with the proposed expansion of our development facility at Mihan SEZ, Nagpur;
7. Rely on our data centres for efficient functioning of our technology platform;
8. Our software products owing to certain issues such as coding, configuration or any other technical error or defects could lead to Company bearing exponential costs, delay in revenues and consequently expose us to litigation;
9. Rely on independent contractors and third-party service providers for some part of our services;
10. Inability to obtain or protect our intellectual property rights;
11. Failure to obtain or renew approvals, licenses, registration and permits to operate our business;
12. Failure to attract and retain highly skilled IT professionals, our promoters, directors and senior management;
13. Inability to effectively manage our growth and expansion;
14. Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter;
15. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business;
16. Any downgrading of India’s sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations;
17. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

RESULTS OF OUR OPERATION BASED ON RESTATED STANDALONE FINANCIAL STATEMENT

The following discussion on results of operations should be read in conjunction with the Restated Standalone Financial Statements of our Company for the period ended September 30, 2024 and for the financial years ended on 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For the period ended		For the Year Ended 31st March					
	September 30, 2024	% of Total Revenue	2024	% of Total Revenue	2023	% of Total Revenue	2022	% of Total Revenue
Revenue:								
Revenue from Operations	7160.88	99.97%	6146.39	99.91%	5848.40	99.87%	4262.34	99.74%
Other income	1.90	0.03%	5.70	0.09%	7.37	0.13%	10.98	0.26%
Total revenue	7162.78	100.00%	6152.10	100.00%	5855.77	100.00%	4273.32	100.00%
Expenses:								
Cost of Services	-	-	-	-	-	-	-	-
Purchases of stock in trade	3163.75	44.17%	2003.57	32.57%	3220.99	55.01%	2271.83	53.16%
Change in inventories of finished goods and work in progress	1.58	0.02%	(3.37)	(0.05%)	(2.85)	(0.05%)	0.00	0.00%
Employees Benefit Expenses	492.78	6.88%	675.01	10.97%	987.31	16.86%	684.44	16.02%
Finance costs	115.74	1.62%	250.17	4.07%	265.87	4.54%	260.68	6.10%
Depreciation and Amortization	267.74	3.74%	592.68	9.63%	564.48	9.64%	455.72	10.66%
Other expenses	417.57	5.83%	374.45	6.09%	341.19	5.83%	297.03	6.95%
Total Expenses	4459.16	62.25%	3892.50	63.27%	5377.00	91.82%	3969.69	92.89%
Profit before exceptional and extraordinary items and tax	2703.62	37.75%	2259.59	36.73%	478.77	8.18%	303.63	7.11%
Exceptional Items	-	-	-	-	-	-	-	-
Profit before extraordinary items and tax	2703.62	37.75%	2259.59	36.73%	478.77	8.18%	303.63	7.11%
Extraordinary items	-	-	-	-	-	-	-	-
Profit before tax	2703.62	37.75%	2259.59	36.73%	478.77	8.18%	303.63	7.11%
Tax expense:								
Current tax	760.01	10.61%	636.81	10.35%	137.41	2.35%	87.96	2.06%
Provision of tax for earlier years	-	-	-	-	-	-	-	-
Deferred Tax	53.04	0.74%	(7.41)	(0.12%)	161.83	2.76%	89.27	2.09%
Net Total Tax Expenses	813.05	11.35%	629.40	10.23%	299.24	5.11%	177.24	4.15%
Profit /(Loss) for the period from continuing operations	1890.57	26.39%	1630.19	26.50%	179.53	3.07%	126.39	2.96%

KEY COMPONENTS OF COMPANY'S PROFIT AND LOSS STATEMENT

Revenue from operations: Revenue from operations mainly consists from Sales of software products, recurring fees/ charges, subscription fees, ATS/AMCs, charges for support and development services and sale of services

Other Income: Other income primarily comprises interest income on term deposits with bank, gain on foreign exchange transactions

Expenses: Company's expenses consist of Purchases of stock in trade, Change in inventories of finished goods and work in progress, Employee Benefit Expenses, Finance Cost, Depreciation and amortisation Expenses & Other Expenses.

Purchases of stock-in-trade: Purchases of stock-in-trade include purchase of Purchase of various hardware products such as servers, IT peripheral, laptops, desktops, printers, webcams, interactive panels, point of sale machines, storage hardware, and third-party software products such as operating system software, database software, antivirus software and other allied hardware and software products from empanelled vendors.

Changes in inventories of finished goods and work-in-progress: This includes opening and closing stock in trade.

Employee Benefits Expense: Employee benefit expenses include Salaries & incentives, Contribution to Statutory Funds, Gratuity Expenses and leave encashment and staff welfare etc.

Finance Cost: Finance Cost includes Interest expense and other borrowings costs and bank charges.

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a WDV basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

Other Expenses: Other expenses include Business Promotion Expenses, auditor's remuneration, Rent, rates and taxes, Transportation Charges, technical charges, SMS services, telephone & internet expenses, Software expenses, Sales promotion expenses, Legal, Professional & Consultancy Charges, Office maintenance expenses, travelling and conveyance etc.

REVIEW OF OPERATIONS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024

Revenue from Operation

Revenue from operations for the period ended on September 30, 2024 amounting to ₹7,160.88 lakhs represents 99.97% of Total Revenue which includes revenue from sale of services and exports sales. Revenue from operations includes sale of products – Software's and related Services such as ATS, AMC SaaS Revenue and Sale of Hardware and hardware related Services.

During the period ended September 30, 2024 company has received the additional order of ₹3,275.85 lakhs and recognized the revenue of ₹1,918.37 lakhs. The details are mentioned herewith:

(₹ in Lakhs)

S. No.	Particulars	Description	Purchase/ Work Order	Date	Order Value	Bill up to 30-09-24
1	Client in BSFSI segment	Hardware, Network, CBS, Connectivity Charges, Switching Charges	WO/ST/Bank/F/4002	01-04-2024	2,985.85	1,759.37
2	Client in BSFSI segment	VGIPL Mobile Banking, IMPS & UPI Solutions	PO-552	30-05-2024	90.00	59.00
3	Client in BSFSI segment	CBS Banking	1024/Bhandara/2024- 25	29-07-2024	200.00	100.00
				Total	3,275.85	1,918.37

Other Income

Other Income consisting of Interest on Fixed Deposits of ₹1.90 lakhs represents 0.03% of Total Revenue.

Purchases of stock-in-trade

Purchases of stock-in-trade for the period ended on September 30, 2024 amounting to ₹3,163.75 lakhs represents 44.17% of Total Revenue.

Changes in Inventories of finished goods and work in progress

Changes in Inventories of finished goods and work in progress for the period ended on September 30, 2024 amounting to ₹1.58 lakhs represents 0.02% of Total Revenue.

Employee Benefit Cost

Employee benefit expenses include Salaries, Allowance & other benefits, Contribution to PF & other funds, Director Remuneration etc amounting to ₹492.78 Lakhs represents 6.88% of Total Revenue.

Finance Cost

Finance Cost includes Interest on borrowings, bank charges, interest & penalty on statutory dues amounting to ₹115.74 Lakhs represents 1.62% of Total Revenue.

Depreciation and Amortization

Depreciation is charged on WDV method amounting to ₹267.74 Lakhs represents 3.74% of Total Revenue

Other Expenses

Other expenses include Business Promotion Expenses, Electricity Expenses, Travelling & Conveyance Expenses, Legal & Professional Charges, Technical Charges Paid etc. amounting to ₹417.57 lakhs represents 5.83% of Total Revenue.

Profit Before Tax

The Profit before tax for the period ended on September 30, 2024 was ₹2703.62 lakhs representing 37.75% of Total Revenue.

Tax Expenses

Tax Expenses consisting of Current Tax & Deferred Tax for the period ended on September 30, 2024 was ₹760.01 lakhs and ₹53.04 lakhs respectively, representing 10.61% and 0.74 % respectively of Total Revenue.

Profit After Tax

The Profit after tax for the period ended on September 30, 2024 was ₹1890.57 lakhs representing 26.40% of Total Revenue. We have received rental income of ₹ 439.24 lakhs from executing BoT projects.

FISCAL 2024 COMPARED WITH FISCAL 2023

Revenue from Operation

Revenue from operations has shown a growth of 5.10% from ₹5,848.40 lakhs in Fiscal 2023 to ₹6,146.39 lakhs in Fiscal 2024. This is mainly due to increase in revenue in overall business segments of our Company.

In the fiscal year 2023-24, company did not secure any major orders that could significantly impact our revenue growth. We have received rental income of ₹1,140.01 lakhs from executing BoT projects. The majority of our turnover was generated from orders placed in the previous fiscal year 2022-23, particularly from a District Central Co-operative Bank and a State Co-operative Bank Ltd client, amounting to approximately ₹478.18 lakhs. Our recurring revenue for FY 2023-24 reached ₹2,221.78 lakhs, reflecting a growth rate of 5.10% compared to FY 22-23.

Other Income

Other income had decreased by 22.62% from ₹7.37 lakhs in Fiscal 2023 to ₹5.70 lakhs in Fiscal 2024 due to decrease in interest income. This was primarily due to decrease in interest income from ₹4.40 lakhs in fiscal 2023 to ₹3.28 lakhs in fiscal 2024 and other income was ₹2.97 lakhs in fiscal 2023 which got reduced to ₹2.43 lakhs in fiscal 2024.

Stock in Trade

The purchase of stock in trade had decreased by 37.80% from ₹3,220.99 lakhs in fiscal 2023 to ₹2,003.57 lakhs in fiscal 2024. This was primarily due to addition of trading stock on BOT projects / Mobility solutions of ₹1,539.03 lakhs in fiscal 2024.

Changes in Inventories of finished goods and work in progress

The inventories had increased from ₹7.40 lakhs in fiscal 2023 to ₹10.77 lakhs in fiscal 2024.

Employee Benefit Expenses

Employee benefit expenses had decreased by 31.63% from ₹987.31 lakhs in Fiscal 2023 to ₹675.01 lakhs in Fiscal 2024. This decrease was primarily due to capitalization of salary of employees in product/software development.

Finance Cost

Finance Cost had decreased by 5.91% from ₹265.87 lakhs in Fiscal 2023 to ₹250.17 lakhs in Fiscal 2024. This increase was primarily due to increase in interest expenses from ₹259.28 lakhs in Fiscal 2023 to ₹216.87 lakhs in Fiscal 2024.

Depreciation and Amortization Expenses

Depreciation had increased by 4.99% from ₹564.48 lakhs in Fiscal 2023 to ₹592.68 lakhs in Fiscal 2024. This was primarily due to purchase of fixed and intangible assets of ₹249.53 lakhs in Fiscal 2024

Other Expenses

Other expenses had increased by 9.75% from ₹341.19 lakhs in Fiscal 2023 to ₹374.45 lakhs in Fiscal 2024. This increase was primarily due to increase in ATM Service Charges cost from NIL in fiscal year 2023 to ₹12.37 lakhs in Fiscal year 2024, data entry charges has increased from NIL in fiscal year 2023 to ₹14.50 lakhs, legal professional charges from ₹22.26 lakhs in Fiscal year 2023 to ₹42.85 lakhs in Fiscal year 2024, Technical charges paid from NIL in fiscal year 2023 to ₹87.11 lakhs in fiscal year 2024 etc. Further there was decrease in bank transaction fees to NIL in fiscal year 2024 from ₹18.45 lakhs in fiscal year 2023, discount expense has decrease from ₹43.14 lakhs in fiscal 2023 to NIL in fiscal year 2024, site development charges have decrease from ₹32.44 lakhs in fiscal year 2023 to ₹6.29 lakhs in fiscal year 2024 etc.

Tax Expenses

The Company's tax expenses had increased by ₹330.16 lakhs from ₹179.53 lakhs in the Fiscal 2023 to ₹1,630.19 lakhs in Fiscal 2024. This was primarily due to increase in current tax expenses during the year which got increased from ₹137.41 Lakhs in the year 2023 to ₹636.81 lakhs in the year 2024.

Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹1,630.19 lakhs in Fiscal 2024 as compared to a net profit of ₹179.53 lakhs in Fiscal 2023 which got increased due to higher revenue from operation at increased margins and reduction in operating expenses due to increased operational efficiency during the year. The PAT margin improved to 26.52% in Fiscal 2024 from 3.07% in Fiscal 2023 is increased primarily due to the capitalization of the software development expenses i.e. salaries of employees ₹638.91 lakhs as product development cost. In summary, the company achieved significant PAT growth in Fiscal 2024, driven by higher revenue and improved profitability across its business segments.

Further In the fiscal year 2023-24, we capitalized costs related to our BoT projects and cost related to these projects in the earlier fiscal years, treating them as investments thereby reduction of cost. This strategy led to a significant increase in income and improved profit margins. Key components include:

- 1. Capitalized Costs:** Treated as investments resulting in intangible asset creation for product enhancement along with enhancing financial position.
- 2. Profit Margin Increase:** Revenue from BoT projects showed substantial profit margins, consistent with previous fiscal trends.
- 3. Export Income:** Additional revenue from exports further boosted overall profitability.
- 4. Overall Profitability:** Marked increase in profitability compared to the previous year, reflecting effective execution of our initiatives.
- 5. Future Positioning:** This approach positions the company for sustained growth and underscores our commitment to innovation and efficient resource management along with the steady profit increase.

Overall, our financial performance demonstrates sustainable upward trend, ensuring we leverage our investments in technology effectively. We have received the software and hardware rent from the following BOT projects:

Sr. No	Particulars	Rental income (₹ in lakhs)
1.	BoT project for one of District Central Co-Op Bank	204.70
2.	BoT project for one of District Central Co-operative Bank	450.00

Sr. No	Particulars	Rental income (₹ in lakhs)
3.	BoT project for one of District Central Co-op Bank	266.69
4.	BoT project for one of District Central Co-op. Bank	218.62
	Total rental income	1,140.01

The revenue for these orders being rental in nature is with low cost thereby resulting in higher margin.

FISCAL 2023 COMPARED WITH FISCAL 2022

Revenue from Operation

Revenue from operations increased by 37.21% from ₹4,262.34 lakhs in Fiscal 2022 to ₹5,848.40 lakhs in Fiscal 2023. This growth was driven by the following factors:

In the financial year 2022-23, we received secured new orders of ₹4,260.42 lakhs for software development and hardware supply. The revenue recognized from these orders during the fiscal year amounted to ₹1,690.74 lakhs. Below is a summary of the details:

(₹ in Lakhs)

S. No.	Clients Name	Description	Purchase/ Work Order	Date	Order Value	Bill in 22-23
1	Client in BFSI Segment	Integrated Management Information System for MAIIC	Contract No. MW-RBM-278501-GO-RFB	01-08-2022	1,203.42	864.52
2	Client in BFSI Segment	CBS Software Project	GSCB/MIS/2022-23/4034	29-08-2022	857.00	568.00
3	Client in BFSI Segment	CBS Software & DC Project	PO No. HO/Computer Sec./113/2022-23	05-11-2022	2,200.00	258.22
				Total	4,260.42	1,690.74

Further, our total revenue included ₹2,417.00 lakhs from recurring revenue and ₹2,251.87 lakhs from direct sales, leading to an overall turnover of ₹5,848.40 lakhs. The major orders received during this period contributed significantly to our revenue from operations, resulting in a notable increase compared to the previous year.

The growth in revenue was also supported by successful repeat business, the completion of previously delayed orders, and new project executions.

Other Income

Other income had decreased by 32.88% from ₹10.98 lakhs in Fiscal 2022 to ₹7.37 lakhs in Fiscal 2023. This was primarily due to decrease in interest income by ₹4.52 lakhs in Fiscal 2023 etc.

Stock in Trade

The stock in trade had increased by 41.78% from ₹2,271.83 lakhs in fiscal 2022 to ₹3,220.99 lakhs in fiscal 2023. This was primarily due to increase in purchase of I T Peripherals.

Changes in Inventories of finished goods and work in progress

The inventories had increased from ₹4.56 lakhs in fiscal 2022 to ₹7.40 lakhs in fiscal 2023.

Employee Benefit Expenses

Employee benefit expenses had increased by 44.25% from ₹684.44 lakhs in Fiscal 2022 to ₹987.31 lakhs in Fiscal 2023. This increase was primarily due to increase in salary, allowances & other benefits from ₹593.72 lakhs in Fiscal 2022 to ₹864.01 lakhs in Fiscal 2023 and director remuneration has increased from ₹48.21 lakhs in Fiscal 2022 to ₹80.45 lakhs in Fiscal 2023

Finance Cost

Finance Cost had increased by 1.99% from ₹260.68 lakhs in Fiscal 2022 to ₹265.87 lakhs in Fiscal 2023. This increase was primarily due to increase in interest expenses from ₹253.18 lakhs in Fiscal 2022 to ₹259.28 lakhs in Fiscal 2023.

Depreciation and Amortization Expenses

Depreciation had increased by 23.87% from ₹455.72 lakhs in Fiscal 2022 to ₹564.48 lakhs in Fiscal 2023. This was primarily due to addition of fixed assets of ₹1,438.96 lakhs by company during Fiscal 2023.

Other Expenses

Other expenses had increased by 14.87% from ₹297.03 lakhs in Fiscal 2022 to ₹341.19 lakhs in Fiscal 2023. The increase was primarily due to increase in discount expenses by ₹34.44 lakhs, electricity charges by ₹9.85 lakhs, site development charges by ₹13.46 lakhs, traveling and conveyance by ₹21.73 lakhs, telephone & internet charges by ₹8.48 lakhs in Fiscal 2023.

Tax Expenses

The Company's tax expenses had decreased by ₹122.01 lakhs from ₹177.24 lakhs in the Fiscal 2022 to ₹299.24 lakhs in Fiscal 2023. This was primarily due to increase in Current Tax Expenses from ₹87.96 Lakhs in Fiscal 2022 to ₹137.41 Lakhs in Fiscal 2023. The Current Tax Expenses has been increased due to increase profit during the year.

Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹179.53 lakhs in Fiscal 2023 as compared to a net profit of ₹126.39 lakhs in Fiscal 2022. The company has made higher profit after tax in the fiscal 2023 due to higher revenue from operations at higher margins and reduction in operating expenses during the year. The PAT margin improved marginally to 3.07% in Fiscal 2023 from 2.97% in Fiscal 2022.

CASH FLOWS

Cash Flows

(₹ in lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash from Operating Activities	1,963.87	3,279.17	816.21	1,277.23
Net Cash from Investing Activities	(2,665.57)	(3,161.25)	(859.39)	(630.70)
Net Cash from Financing Activities	703.62	(154.63)	53.64	(637.76)

Cash Flows from Operating Activities

For the period ended September 30, 2024

Net cash from operating activities for period ended September 30, 2024 was at ₹1,963.87 lakhs as compared to the Profit Before Tax at ₹2,703.62 lakhs. Our operating profit before working capital changes was ₹3,095.79 Lakhs for the period ended September 30, 2024 which was primarily adjusted against increase in investments by ₹0.87 lakhs, decrease in inventories by ₹1.59 Lakhs, decrease in trade receivables by ₹735.30 Lakhs, increase in loans & advances by ₹269.06 Lakhs, decrease in other current assets by ₹65.55 lakhs, decrease in trade payables by ₹1,054.49 Lakhs and decrease in other current liabilities by ₹609.94 Lakhs.

For the financial year ended March 31, 2024

Our net cash used from operating activities was ₹3,279.17 Lakhs for the financial year ended March 31, 2024. Our operating profit before working capital changes was ₹3,120.91 Lakhs for the financial year ended March 31, 2024 which was primarily adjusted against income tax of ₹137.41 Lakhs, increase in investments by ₹29.41 lakhs, increase in inventories by ₹3.37 Lakhs, increase in trade receivables by ₹175.85 Lakhs, increase in loans & advances by ₹22.84 Lakhs, increase in other current assets by ₹105.64 lakhs, increase in trade payables by ₹339.18 Lakhs and increase in other liabilities by ₹293.61 Lakhs.

For the financial year ended March 31, 2023

Our net cash used from operating activities was ₹816.21 Lakhs for the financial year ended March 31, 2023. Our operating profit before working capital changes was ₹1,315.02 Lakhs for the financial year ended March 31, 2023 which was primarily adjusted against income tax of ₹87.96 Lakhs, increase in investments by ₹62.61 lakhs, increase in inventories by ₹2.84 Lakhs, increase in trade receivables by ₹967.35 Lakhs, increase in loans & advances by ₹418.16 Lakhs, increase in other current assets by ₹25.44 lakhs, increase in trade payables by ₹1,049.35 Lakhs, increase in other current liabilities by ₹16.21 Lakhs.

For the financial year ended March 31, 2022

Our net cash used from operating activities was ₹1,277.23 Lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹1,019.06 Lakhs for the financial year ended March 31, 2022 which was primarily adjusted against income tax of ₹84.96 Lakhs, decrease in investments by ₹225.75 lakhs, increase in inventories by ₹0.01 Lakhs, increase in trade receivables by ₹193.96 Lakhs, increase in loans & advances by ₹47.94 Lakhs, increase in other current assets by ₹253.27 lakhs, increase in trade payables by ₹118.15 Lakhs, increase in other current liabilities by ₹315.92 Lakhs and decrease in short term provision by ₹328.05 lakhs.

Cash Flows from Investment Activities

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash invested in Investing Activities was (₹2,665.57) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹2,608.10 lakhs, decrease in investments by ₹52.50 lakhs, increase in non-current assets by ₹111.88 lakhs and interest on investments ₹1.90 lakhs during Fiscal 2024.

For the financial year ended March 31, 2024

Our net cash flow from investing activities was (₹3,161.25) lakhs. This was mainly on account of Purchase of fixed assets of ₹3,219.79 lakhs, decrease in investments by ₹47.50 lakhs, decrease in non-current assets by ₹7.76 lakhs and interest on investments ₹3.28 lakhs during Fiscal 2024.

For the financial year ended March 31, 2023

Our net cash flow from investing activities was (₹859.39) lakhs. This was mainly on account of Purchase of fixed assets of ₹882.10 lakhs, received interest of ₹4.40 lakhs and decrease in non-current assets by ₹18.31 lakhs.

For the financial year ended March 31, 2022

Our net cash flow from investing activities was (₹630.70) lakhs. This was mainly on account of Purchase of fixed assets of ₹307.40 lakhs, received interest of ₹8.92 lakhs, increase in investment of ₹100.00 lakhs and increase in non-current assets by ₹232.22 lakhs in Fiscal 2022.

Cash Flows from Financing Activities

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash from financing activities was ₹703.62 lakhs. This was on account of decrease in Long-Term Borrowings by ₹914.79 lakhs, increase in short-term borrowing by ₹26.55 lakhs, payment of interest ₹914.79 lakhs, proceeds from issue of preferential shares of ₹1,750.46 lakhs and adjustment of share application money of ₹42.85 lakhs.

For the financial year ended March 31, 2024

Our net cash flow from financing activities was (₹154.63) lakhs. This was on account of increase in long term borrowings by ₹11.05 lakhs, increase in short term borrowings by ₹41.64 lakhs, interest paid of ₹250.17 lakhs and receipt of share application money pending allotment of ₹42.85 lakhs.

For the financial year ended March 31, 2023

Our net cash flow from financing activities was ₹53.64 lakhs. This was on account of decrease in short-term borrowings of ₹311.12 lakhs, increase in long-term borrowings of ₹630.63 lakhs and interest paid of ₹265.87.

For the financial year ended March 31, 2022

Our net cash flow from financing activities was ₹637.76 lakhs. This was on account of increase in short-term borrowings of ₹386.74 lakhs, increase in long-term borrowings of ₹1,712.61 lakhs, decrease in other non-current liabilities ₹2,476.42 lakhs and interest paid of ₹260.68 lakhs.

RESULTS OF OUR OPERATION BASED ON CONSOLIDATED RESTATED FINANCIAL STATEMENT

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements of our Company for the financial years ended on 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For the Year Ended 31st March					
	2024	% of Total Revenue	2023	% of Total Revenue	2022	% of Total Revenue
Revenue:						
Revenue from Operations	6,350.45	99.89%	5,968.03	99.86%	4,332.02	99.73%
Other income	7.21	0.11%	8.44	0.14%	11.72	0.27%
Total revenue	6,357.66	100.00%	5,976.47	100.00%	4,343.74	100.00%
Expenses:						
Cost of Services	-	-	-	-	-	-
Purchases of stock in trade	2,003.57	31.51%	3,220.99	53.89%	2,271.83	52.30%
Change in inventories of finished goods and work in progress	(3.37)	(0.05%)	(2.84)	(0.05%)	0.00	0.00%
Employees Benefit Expenses	781.58	12.29%	1,123.30	18.80%	771.32	17.76%
Finance costs	248.38	3.91%	275.43	4.61%	263.20	6.06%
Depreciation and Amortization	600.46	9.44%	603.17	10.09%	486.14	11.19%
Other expenses	432.58	6.80%	433.83	7.26%	373.20	8.59%
Total Expenses	4,063.21	63.91%	5,653.87	94.60%	4,165.69	95.90%
Profit before exceptional and extraordinary items and tax	2,294.46	36.09%	322.60	5.40%	178.05	4.10%
Exceptional Items	-	-	-	-	-	-
Profit before extraordinary items and tax	2,294.46	36.09%	322.60	5.40%	178.05	4.10%
Extraordinary items						
Profit before tax	2,294.46	36.09%	322.60	5.40%	178.05	4.10%
Tax expense:						
Current tax	636.81	10.02%	137.41	2.30%	87.96	2.03%
Provision of tax for earlier years	-	-	-	-	-	-
Deferred Tax	(6.48)	(0.10%)	159.53	2.67%	86.82	2.00%
Total Tax Expenses	630.33	9.91%	296.94	4.97%	174.78	4.02%
Minority Interest	10.18	0.16%	(46.11)	(0.77%)	(36.94)	(0.85%)
Profit /(Loss) for the period from continuing operations	1653.95	26.02%	71.77	1.20%	40.22	0.93%

FISCAL 2024 COMPARED WITH FISCAL 2023

Revenue from Operation

Revenue from operations has shown a growth of 6.41% from ₹5,968.03 lakhs in Fiscal 2023 to ₹6,350.45 lakhs in Fiscal 2024. This is mainly due to increase in revenue in overall business segments of our Company.

In the fiscal year 2023-24, parent company did not secure any major orders that could significantly impact our revenue growth. The majority of our turnover was generated from orders placed in the previous fiscal year 2022-23, particularly from two BFSI segment clients amounting to approximately ₹478.18 lakhs. Our recurring revenue for FY 2023-24 reached ₹2,221.78 lakhs, reflecting a growth rate of 5.10% compared to FY 22-23.

Further the revenue generated from subsidiaries are mentioned hereunder:

(₹ in lakhs)

Subsidiaries	Revenue		Growth (%)
	FY 2023-24	FY 2022-23	
Virutal Galaxy Insurance Brokers Pvt Ltd*	204.06	53.57	280.92
SIP Fund Private Limited*	--	66.07	-

* The disinvestments were made in Virtual Galaxy Insurance Brokers Private Limited on June 30, 2024 and SIP Fund Private Limited on February 16, 2024.

Other Income

Other income had decreased by 14.51% from ₹8.44 lakhs in Fiscal 2023 to ₹7.21 lakhs in Fiscal 2024 due to decrease in foreign exchange gain from ₹3.97 lakhs in fiscal 2023 to ₹2.43 lakhs in fiscal 2024.

Stock in Trade

The stock in trade had decreased by 37.80% from ₹1,123.30 lakhs in fiscal 2023 to ₹2,003.57 lakhs in fiscal 2024. This was primarily due to increase of capital purchase on account of BOT projects.

Changes in Inventories of finished goods and work in progress

The inventories had increased from ₹7.40 lakhs in fiscal 2023 to ₹10.77 lakhs in fiscal 2024.

Employee Benefit Expenses

Employee benefit expenses had decreased by 30.42% from ₹1,123.30 lakhs in Fiscal 2023 to ₹781.58 lakhs in Fiscal 2024. This decrease was primarily due to capitalization of salary of employees engaged in product/software development.

Finance Cost

Finance Cost had decreased by 9.82% from ₹275.43 lakhs in Fiscal 2023 to ₹248.38 lakhs in Fiscal 2024. This increase was primarily due to decrease in interest expenses from ₹267.13 lakhs in Fiscal 2023 to ₹216.87 lakhs in Fiscal 2024 and interest and penalty on statutory dues from ₹4.56 lakhs in Fiscal 2023 to ₹0.80 lakhs in Fiscal 2024.

Depreciation and Amortization Expenses

Depreciation had decreased by 0.45% from ₹603.17 lakhs in Fiscal 2023 to ₹600.46 lakhs in Fiscal 2024.

Other Expenses

Other expenses had decreased by 0.29% from ₹433.83 lakhs in Fiscal 2023 to ₹432.58 lakhs in Fiscal 2024. This decrease was mainly due to decrease in business promotion expenses from ₹59.49 lakhs in Fiscal year 2023 to ₹28.41 lakhs in Fiscal year 2024, discount charges from ₹45.15 lakhs in Fiscal year 2023 to ₹NIL in Fiscal year 2024, site development charges from ₹32.44 lakhs in Fiscal year 2023 to ₹6.29 lakhs in Fiscal year 2024. Further there was increase in office expenses paid from ₹18.58 lakhs in Fiscal year 2023 to ₹35.54 lakhs in Fiscal year 2024 and legal and professional charges from ₹38.62 lakhs in Fiscal year 2023 to ₹50.09 lakhs in Fiscal year 2024.

Tax Expenses

The Company's tax expenses had increased by ₹333.39 lakhs from ₹296.94 lakhs in the Fiscal 2023 to ₹630.33 lakhs in Fiscal 2024. This was primarily due to increase in current tax expenses during the year which got increased from ₹137.41 Lakhs in the year 2023 to ₹636.81 lakhs in the year 2024.

Minority Interest

Share of Net Profit allocated to Minority interest had increased from (₹46.11) lakhs in fiscal 2023 to ₹10.18 lakhs in fiscal 2024.

Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹1,653.95 lakhs in Fiscal 2024 as compared to a net profit of ₹71.77 lakhs in Fiscal 2023 which got increased due to higher revenue from operation at increased margins and reduction in operating expenses due to increased operational efficiency during the year. The PAT margin improved to 26.04% in Fiscal 2024 from 1.20% in Fiscal 2023 is increased primarily due to the capitalization of the software development expenses i.e. salaries of employees ₹638.91 lakhs as product development cost.

In summary, the company achieved significant PAT growth in Fiscal 2024, driven by higher revenue and improved profitability across its business segments. For further details, in relation to rational of PAT Margin for holding company, i.e. Virtual Galaxy Infotech Limited, please refer comparison fiscal 2024 with fiscal 2023 on standalone basis.

FISCAL 2023 COMPARED WITH FISCAL 2022

Revenue from Operation

Revenue from operations increased by 37.77% from ₹4,332.02 lakhs in Fiscal 2022 to ₹5,968.03 lakhs in Fiscal 2023.

In the fiscal year 2022-23, holding company received secured new orders of ₹4,260.42 lakhs for software development and hardware supply. The revenue recognized from these orders during the fiscal year amounted to ₹1,690.74 lakhs. Below is a summary of the details:

(₹ in Lakhs)

S. No.	Particulars	Description	Purchase/ Work Order	Date	Order Value	Bill in 22-23
1	Client in BFSI Segment	Integrated Management Information System for MAIC	Contract No. MW-RBM-278501-GO-RFB	01-08-2022	1,203.42	864.52
2	Client in BFSI Segment	CBS Software Project	GSCB/MIS/2022-23/4034	29-08-2022	857.00	568.00
3	Client in BFSI Segment	CBS Software & DC Project	PO No. HO/Computer Sec./113/2022-23	05-11-2022	2,200.00	258.22
				Total	4,260.42	1,690.74

Further, our total revenue included ₹2,417.00 lakhs from recurring revenue and ₹2,251.87 lakhs from direct sales, leading to an overall turnover of ₹5,848.40 lakhs. The major orders received during this period contributed significantly to our revenue from operations, resulting in a notable increase compared to the previous year.

Further the revenue generated from subsidiaries are mentioned hereunder:

(₹ in lakhs)

Subsidiaries	Revenue		Growth (%)
	FY 2022-23	FY 2021-22	
Virutal Galaxy Insurance Brokers Pvt Ltd*	53.57	19.58	173.60
SIP Fund Private Limited*	66.07	50.09	31.90

* The disinvestments were made in Virtual Galaxy Insurance Brokers Private Limited on June 30, 2024 and SIP Fund Private Limited on February 16, 2024.

The growth in revenue was also supported by successful repeat business, the completion of previously delayed orders, and new project executions.

Other Income

Other income had decreased by 28.03% from ₹11.72 lakhs in Fiscal 2022 to ₹8.44 lakhs in Fiscal 2023. This was primarily due to decrease in interest received by ₹4.93 lakhs from ₹9.40 lakhs in Fiscal 2022 to ₹4.47 lakhs in Fiscal 2023.

Stock in Trade

The stock in trade had increased by 41.78% from ₹2,271.83 lakhs in fiscal 2022 to ₹3,220.99 lakhs in fiscal 2023. This was primarily due to increase of purchase on account of composite contract hardware supply along with software.

Changes in Inventories of finished goods and work in progress

The inventories had increased from ₹4.55 lakhs in fiscal 2022 to ₹7.40 lakhs in fiscal 2023.

Employee Benefit Expenses

Employee benefit expenses had increased by 45.63% from ₹771.32 lakhs in Fiscal 2022 to ₹1,123.30 lakhs in Fiscal 2023. This increase was primarily due to increase in salary & incentives from ₹677.24 lakhs in Fiscal 2022 to ₹997.65 lakhs in Fiscal 2023 and director remuneration from ₹48.21 lakhs in Fiscal 2022 to ₹80.45 lakhs in Fiscal 2023.

Finance Cost

Finance Cost had increased by 4.64% from ₹263.20 lakhs in Fiscal 2022 to ₹275.43 lakhs in Fiscal 2023. This increase was primarily due to increase in interest expenses from ₹260.68 lakhs in Fiscal 2022 to ₹267.13 lakhs in Fiscal 2023, other borrowing cost from ₹2.50 lakhs in Fiscal 2022 to ₹3.74 lakhs in Fiscal 2023 and interest & penalty on statutory dues from ₹0.03 lakhs in Fiscal 2022 to ₹4.56 lakhs in Fiscal 2023.

Depreciation and Amortization Expenses

Depreciation had increased by 24.07% from ₹486.14 lakhs in Fiscal 2022 to ₹603.17 lakhs in Fiscal 2023. This was primarily due to addition of fixed assets of ₹1,596.74 lakhs by company during Fiscal 2023.

Other Expenses

Other expenses had increased by 16.25% from ₹373.20 lakhs in Fiscal 2022 to ₹433.83 lakhs in Fiscal 2023. The increase was primarily due to increase in business promotion expenses by ₹25.47 lakhs, discount charges by ₹36.45 lakhs, site development charges by ₹13.46 lakhs, traveling and conveyance by ₹21.57 lakhs, telephone & Interest charges by ₹5.51 lakhs, electricity charges by ₹10.31 lakhs etc. in Fiscal 2023.

Tax Expenses

The Company's tax expenses had increased by ₹122.16 lakhs from ₹174.78 lakhs in the Fiscal 2022 to ₹296.94 lakhs in Fiscal 2023. This was primarily due to increase in Current Tax Expenses from ₹87.96 Lakhs in Fiscal 2022 to ₹137.41 Lakhs in Fiscal 2023. The Current Tax Expenses has been decreased due to reduction profit during the year.

Minority Interest

Share of loss allocated to Minority interest had increased from (₹36.94) lakhs in fiscal 2022 to (₹46.11) lakhs in fiscal 2023.

Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹71.77 lakhs in Fiscal 2023 as compared to a net profit of ₹40.22 lakhs in Fiscal 2022. The company has made higher profit after tax in the fiscal 2023 due to higher revenue from operations at higher margins and reduction in operating expenses during the year. The PAT margin increased marginally to 1.20% in Fiscal 2023 from 0.93% in Fiscal 2022.

CASH FLOWS

Particulars	(₹ in lakhs)		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash from Operating Activities	2,840.48	936.39	1,184.59
Net Cash from Investing Activities	(3,111.91)	(958.42)	(504.19)
Net Cash from Financing Activities	210.43	53.92	(637.55)

Cash Flows from Operating Activities

For the financial year ended March 31, 2024

Our net cash used from operating activities was ₹2,840.48 Lakhs for the financial year ended March 31, 2024. Our operating profit before working capital changes was ₹3,160.26 Lakhs for the financial year ended March 31, 2024 which

was primarily adjusted against income tax of ₹137.41 Lakhs, increase in inventories by ₹3.37 Lakhs, increase in trade receivables by ₹200.25 Lakhs, increase in loans & advances by ₹470.54 Lakhs, increase in other current assets by ₹122.92 lakhs, increase in trade payables by ₹328.34 Lakhs and increase in other liabilities by ₹286.36 Lakhs.

For the financial year ended March 31, 2023

Our net cash used from operating activities was ₹936.39 Lakhs for the financial year ended March 31, 2023. Our operating profit before working capital changes was ₹1,207.02 Lakhs for the financial year ended March 31, 2023 which was primarily adjusted against income tax of ₹87.96 Lakhs, increase in inventories by ₹2.84 Lakhs, increase in trade receivables by ₹1,116.84 Lakhs, increase in loans & advances by ₹108.45 Lakhs, increase in other current assets by ₹36.28 lakhs, increase in trade payables by ₹1,049.57 Lakhs and increase in other current liabilities by ₹32.18 Lakhs.

For the financial year ended March 31, 2022

Our net cash used from operating activities was ₹1,184.59 Lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹925.95 Lakhs for the financial year ended March 31, 2022 which was primarily adjusted against income tax of ₹84.25 Lakhs, increase in trade receivables by ₹124.37 Lakhs, decrease in loans & advances by ₹92.07 Lakhs, decrease in other current assets by ₹252.99 lakhs, increase in trade payables by ₹112.24 Lakhs and increase in other current liabilities by ₹9.96 Lakhs.

Cash Flows from Investment Activities

For the financial year ended March 31, 2024

Our net cash flow from investing activities was (₹3,111.91) lakhs. This was mainly on account of Purchase of fixed assets of ₹3,098.11 lakhs, increase in investments by ₹19.09 lakhs, decrease in non-current assets by ₹0.50 lakhs and interest on investments ₹4.79 lakhs during Fiscal 2024.

For the financial year ended March 31, 2023

Our net cash flow from investing activities was (₹958.42) lakhs. This was mainly on account of Purchase of fixed assets of ₹918.88 lakhs, increase in investment by ₹62.55 lakhs, decrease in non-current assets by ₹18.54 lakhs and interest on investments by ₹4.47 lakhs in Fiscal 2023.

For the financial year ended March 31, 2022

Our net cash flow from investing activities was (₹504.19) lakhs. This was mainly on account of Purchase of fixed assets of ₹393.01 lakhs, increase in investment of ₹115.38, decrease in long term loans and advances by ₹2.56 lakhs, increase in non-current assets by ₹238.52 lakhs in Fiscal 2022 and interest and investment incomes by ₹9.40 lakhs.

Cash Flows from Financing Activities

For the financial year ended March 31, 2024

Our net cash flow from financing activities was ₹210.43 lakhs. This was on account of decrease in long term borrowings by ₹62.77 lakhs, increase in short term borrowings by ₹41.64 lakhs, interest payment of ₹248.38 lakhs, receipt from share application money of ₹42.85 lakhs and divestment in subsidiary company of ₹437.10 lakhs.

For the financial year ended March 31, 2023

Our net cash flow from financing activities was ₹53.92 lakhs. This was on account of increase in long-term borrowings of ₹640.46 lakhs, decrease in short-term borrowing by ₹311.12 lakhs and interest paid of ₹275.43 lakhs.

For the financial year ended March 31, 2022

Our net cash flow from financing activities was (₹637.55) lakhs. This was on account of increase in long-term borrowings of ₹1,693.14 lakhs, increase in short-term borrowings of ₹386.73 lakhs, decrease in other non-current liabilities by ₹2,476.42 lakhs, interest paid of ₹263.20 lakhs increase in minority interest by ₹22.20 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

There has not been any unusual trend on account of our business activity. There are no unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

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 33 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. 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 chapter titled "*Risk Factors*" beginning on page 33 of 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.

4. Extent to which material increases in net sales or revenue are due to increase in services

Changes in revenue in the last three financial years are as explained in the part "*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*" above.

5. Significant dependence on a single or few Suppliers or Customers

Significant proportion of our total revenue have historically been derived from a limited number of customers. Our top ten customers for the period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 is amounting to ₹ 6,155.50 lakhs, ₹4,438.91 lakhs, ₹3,977.99 lakhs and ₹3,407.24 lakhs constituting 85.96%, 72.22%, 68.02% and 79.94% respectively of our revenue from top ten clients.

Our business is, therefore, heavily dependent on our relationships with empanelled vendors. During the period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, amounting to ₹2,543.16 lakhs, ₹1,161.83 lakhs, ₹2,754.88 lakhs and ₹1,777.82 lakhs constituting 80.38%, 57.99%, 85.53% and 78.25% of our purchases from empanelled vendors are cumulatively from our top ten empanelled vendors for supply of these products. We place purchase orders with empanelled vendors from time-to-time basis our requirements and prices for products are normally based on the quotes we receive from these empanelled vendors.

6. Status of any publicly announced new products or business segment.

Please refer to the chapter titled "*Our Business*" beginning on page 156 of this Draft Red Herring Prospectus for new products or business segments.

7. Seasonality of business

Our business is not seasonal in nature.

8. Competitive conditions.

Competitive conditions are as described under the chapters titled "*Industry Overview*" and "*Our Business*" beginning on pages 142 and 156 respectively of this Draft Red Herring Prospectus.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 5% of the total turnover of the Company for the most recently completed financial year as per the Restated Financial Statements disclosed in the Offer Documents to be filed in pursuance of the initial public offer of the equity shares of the Company or ; or (b) where the monetary liability is not quantifiable, or which does not fulfill the threshold specified in (a) above, but the outcome of which litigation, or arbitration proceeding could nonetheless, have a material adverse effect on the business, operations, performance, prospects each such case involving our Company, Promoters, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://vgipl.com/>*
- c) Notices received by our Company, Promoters, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, AND PROMOTERS:

PART 1: 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:

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV5098G1Z1 (Maharashtra)	Assistant Commissioner of State Tax Gandhibaug_601,Nagpur:Mh	ZD2706240066 27B Dated June 11, 2024 Followed by further notice seeking clarification. Notice no. ZD2710240124 214 dated October 07, 2024 Period: April 2020-March 2021	Notice for conducting Audit u/s 65(3) (GST ADT-01)	Tax discrepancy and interest has been calculated at Rs. 4,45,86,933/- (which includes tax Rs. 2,49,89,622/- and interest Rs. 1,95,97,311/-	"The company has filed its reply denying the demand vide reference no. ZD271024041354S dated October 14, 2024 , and the case remains pending for a response from the relevant authority."
2.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV5098G1Z1 (Maharashtra)	Assistant Commissioner Of State Tax Gandhibaug_601,Nagpur:Mh	ZD2704240195 06G Dated April 10, 2024 Period: April 2018-March 2019	Order passed u/s. 73 of CGST/IGST Act, 2017 for Non payment of interest on late discharge of outward tax, Non payment of RCM, Short discharge of outward tax liability from scrutiny of returns filed in Form-GSTR-3B, GSTR-01, GSTR-2A, GSTR-9	The total demand for tax and other dues is Rs. 4,49,32,001/-, which includes tax of Rs. 1,89,31,208/- interest of Rs. 2,34,99,771/- Penalty of Rs. 19,13,022/- and fee of Rs. 5,88,000/-	"The Company has filed an appeal vide reference no. ZD270724061096 9 dated July 06, 2024 in the matter, and the status of the appeal is still pending with the Appellate Authority. Consequently, the demand remains outstanding."
3.	M/s. Virtual Galaxy Infotech	Assistant Commissioner Of State Tax	ZD2707240216 55B Dated July 09, 2024	Order passed u/s. 73 of CGST/ IGST Act, 2017 for	The total demand for tax and other dues is Rs. 2,19,82,351/-, which includes tax of Rs. 98,46,813/-	The taxpayer has filed an appeal in the matter vide acknowledgement

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
	Private Limited 27AAACV50 98G1Z1 (Maharashtra)	Gandhibaug_601,Nagpur:Mh	Period: April 2019-March 2020	Non payment of interest on late discharge of outward tax, Non payment of RCM, Short discharge of outward tax liability from scrutiny of returns filed in Form-GSTR-3B, GSTR-01, GSTR-2A, GSTR-9	interest of Rs. 1,07,00,057/- Penalty of Rs. 9,84,681/- and fee of Rs. 4,50,800/-	no. AD271024005408 G dated October 07, 2024
4.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV50 98G1Z1 (Maharashtra)	Assistant Commissioner Of State Tax Gandhibaug_601,Nagpur:Mh	ZD2705230565 11K , Dated May 29,2023 Period: April 2023	show cause notice has been issued under Section 125 of the Maharashtra Goods and Services Tax Act for non-filing of the GSTR-3B return	The total demand for tax and other dues is Rs. 50,000/-	“The company has not settled the non-filing demand in the matter, and the demand remains pending”
5.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV50 98G1Z1 (Maharashtra)	Assistant Commissioner Of State Tax Gandhibaug_601,Nagpur:Mh	ZD2709220558 68Q Dated September 29,2022 Period: August 2022	show cause notice has been issued under Section 125 of the Maharashtra Goods and Services Tax Act for non-filing of the GSTR-3B return	The total demand for tax and other dues is Rs. 25,000/-	“The company has not settled the non-filing demand in the matter, and the demand remains pending”
6.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV50 98G1Z1 (Maharashtra)	Assistant Commissioner Of State Tax Gandhibaug_601,Nagpur:Mh	ZD2711220589 474 Dated November 25,2022 Period: October 2022	show cause notice has been issued under Section 125 of the Maharashtra Goods and Services Tax Act for non-filing of the GSTR-3B return	The total demand for tax and other dues is Rs. 25,000/-	“The company has not settled the non-filing demand in the matter, and the demand remains pending”
7.	M/s. Virtual Galaxy Infotech	Assistant Commissioner Of State Tax	ZD2702230027 63R, Dated February 01,2023	show cause notice has been issued under Section 125 of	The total demand for tax and other dues is Rs. 25,000/-	“The company has not settled the non-filing demand in the matter, and the

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
	Private Limited 27AAACV5098G1Z1 (Maharashtra)	Gandhibaug_601,Nagpur:Mh	Period: December 2022	the Maharashtra Goods and Services Tax Act for non-filing of the GSTR-3B return		demand remains pending”
8.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV5098G1Z1 (Maharashtra)	Assistant Commissioner Of State Tax Gandhibaug_601,Nagpur:Mh	ZD270323003764M Dated March 02,2023 Period: January, 2023	show cause notice has been issued under Section 125 of the Maharashtra Goods and Services Tax Act for non-filing of the GSTR-3B return	The total demand for tax and other dues is Rs. 25,000/-	“The company has not settled the non-filing demand in the matter, and the demand remains pending”
9.	M/s. Virtual Galaxy Infotech Private Limited 27AAACV5098G1Z1 (Maharashtra)	Assistant Commissioner Of State Tax Gandhibaug_601,Nagpur:Mh	ZD270523008904F Dated May 08,2023 Period: March 2023	show cause notice has been issued under Section 125 of the Maharashtra Goods and Services Tax Act for non-filing of the GSTR-3B return	The total demand for tax and other dues is Rs. 25,000/-	“The company has not settled the non-filing demand in the matter, and the demand remains pending”

Direct Tax:

1. M/s. Virtual Galaxy Infotech Private Limited (Company)

a. Pending Liability in TDS:

As per details available on the TRACES an aggregate outstanding amount of Rs 32,22,948/- is determined to be paid from Previous years till 2023-24 against **M/s. Virtual Galaxy Infotech Private Limited** (hereinafter referred to as the “Assessee”) as default on account of short payment and short deduction of TDS and late filing fees u/s 234E Interest u/s 220 and 221 of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable

Income Tax litigations wherein appeals have been filed by the M/s. Virtual Galaxy Infotech Limited:

Sr. No	Assessment Year	Order details against which appeal filed	Appeal Number/ acknowledge ment number	Appeal Filing Date	Appeal Authority	Disputed Amount	Last Hearing Notice	Current Status
1	2015-16	Order No. ITBA/AST/S/147/2021-22/1041837071(1)	NFAC/2014-15/10143995	April 27, 2022	The Joint Commissioner (Appeals)	Demand Amount: ₹ 36,08,70,960/-	September 19, 2024	Under Process

Sr. No.	Assessment Year	Order details against which appeal filed	Appeal Number/ acknowledgment number	Appeal Filing Date	Appeal Authority	Disputed Amount	Last Hearing Notice	Current Status
		dated March 28, 2022 passed u/s. 147 r.w.s 144, of the Income-tax Act,1961			or the Commissioner of Income-tax (Appeals)			
2	2014-15	Order no. ITBA/PNL/F/271(1)(c)/2021-22/1039091412(1) dated January 26, 2022 passed u/s. 271(1)(c) of the Income-tax Act,1961 <u>Connected Matter:</u> Assistant Commissioner of Income Tax (Complainant) V/s. M/s. Virtual Galaxy Infotech Pvt. Ltd.; Avinash Shende; Sachin Pande (Criminal Case No. 4566/2018 Complaint filed for offences punishable u/s. 276CC R/W Section 278-B and 278-E of the Act pending before the Chief Judicial Magistrate, Nagpur. The matter is pending and next date of hearing is November 18, 2024	NFAC/2013-14/10115790	April 16, 2022	The Joint Commissioner (Appeals) or the Commissioner of Income-tax (Appeals)	Penalty amount: ₹ 1,08,26,944/-	September 19, 2024	Under Process
3	2012-13	Order Number: ITBA/PNL/F/271(1)(c)/2021-22/1039089443(1) dated January 26, 2022 passed u/s. 271(1)(c) of the Income-tax Act,1961	NFAC/2011-12/10115788	April 16, 2022	The Joint Commissioner (Appeals) or the Commissioner of Income-tax (Appeals)	Tax Demand: Nil Penalty: ₹ 15,11,552/-	September 19, 2024	Under Process

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. CASES FILED BY 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:NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY

A. LITIGATION AGAINST 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:

1. Mr. Avinash Narayanrao Shende (Promoter cum Director and Chief Financial Officer (CFO))

a. A.Y. 2022-23:

As per details available on the website of the Income Tax Department **Mr. Avinash Narayanrao Shende** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2022202237150940754T dated February 20, 2023 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 9,53,260/- for A.Y 2022-23/- and the same is pending to be paid by the assessee.

b. A.Y. 2021-22:

As per details available on the website of the Income Tax Department **Mr. Avinash Narayanrao Shende** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2022202137107977975T dated August 25,2022 u/s. 154 of the Income Tax Act, 1961, raising a demand of Rs. 10,12,380/- in addition to an interest of Rs. 2,42,952/- for A.Y 2021-22/- and the same is pending to be paid by the assessee

c. A.Y. 2011-12:

As per details available on the website of the Income Tax Department **Mr. Avinash Narayanrao Shende** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2013201137004681401T dated May 02, 2013 u/s. 143(1)(a) of the Income Tax Act, 1961, raising an interest demand of Rs. 22,750/- for A.Y 2011-12/-. Is pending to be paid by the assessee

2. Mr.Sachin Purushottam Pande (Promoter cum Managing Director)

a. A.Y. 2022-23:

As per details available on the website of the Income Tax Department **Mr. Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2022202237150918366T dated February 20, 2023 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 9,51,540/- in addition to an interest of Rs. 1,52,240/- for A.Y 2022-23 and the same is pending to be paid by the assessee

b. A.Y. 2021-22:

As per details available on the website of the Income Tax Department **Mr.Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2022202137106926036T dated August 23,2022 u/s. 154 of the Income Tax Act, 1961, raising a demand of Rs. 9,93,250/- in addition to an interest of Rs. 2,38,368/- for A.Y 2021-22/- and the same is pending to be paid by the assessee

c. A.Y. 2019-20:

As per details available on the website of the Income Tax Department **Mr. Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2020201937016851955T dated September 30, 2020 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 44,370/- for A.Y 2019-20 and the same is pending to be paid by the assessee

d. A.Y. 2018-19:

As per details available on the website of the Income Tax Department **Mr. Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2019201837050690561T dated October 15, 2019 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 2,40,490/- for A.Y 2018-19 and the same is pending to be paid by the assessee.

e. A.Y. 2017-18:

As per details available on the website of the Income Tax Department **Mr.Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2022202137106926036T dated August 23, 2022 u/s. 154 of the Income Tax Act, 1961, raising a demand of Rs. 10,970/- for A.Y 2017-18 and the same is pending to be paid by the assessee.

f. A.Y. 2016-17:

As per details available on the website of the Income Tax Department **Mr.Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2018201637013677615T dated May 30,2018 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 1,290/- for A.Y 2016-17/-. Is pending to be paid by the assessee.

g. A.Y. 2011-12:

As per details available on the website of the Income Tax Department **Mr. Sachin Purushottam Pande** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand Identification No: 2013201137004687556T dated May 02,2013 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 22140/- for A.Y 2011-12 and the same is pending to be paid by the assessee.

3. Mr. Asit Oberoi (Non Executive Director)

a. A.Y. 2012-13:

As per details available on the website of the Income Tax Department **Mr. Asit Oberoi** (hereinafter referred to as the “Assessee”) have been issued with a demand bearing Demand reference No: 2016201237040896634T dated October 03, 2016 u/s. 143(1)(3) of the Income Tax Act, 1961, raising a demand of Rs. 41,260/- and the same has been disputed by the assessee and is pending.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY 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

PART 3: LITIGATION RELATING TO OR GROUP COMPANIES

A. LITIGATION AGAINST OUR 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:

Matters against M/s. Paynext Private Limited (Group Company)

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	M/s. Paynext Private Limited 27AAKCP 3279M1ZP (Maharashtra)	State Tax Officer Borivali-East 702, Borivali, Mumbai South West, Maharashtra	ZD2707230268 629 Dated July 13,2023 Followed by form GST DRC-01A dated September 04, 2024 Period: April 2020-March 2021	Intimation of tax ascertained as being payable u/s. 73(5) of the GST Act, against discrepancies found pursuant to scrutiny of returns filed in Form-GSTR-3B, GSTR-01, GSTR-2A, GSTR-9	Total Liability ascertained: Rs. 1,25,73,482/- out of which tax : Rs. 68,28,930/- interest: Rs. 53,86,792/- and Penalty: Rs. 3,57,760/-	"The company has not submitted a reply in the matter, and the case remains pending for a response from the relevant authority." The company is in the process of filing of an appeal in the matter
2.	M/s. Paynext Private Limited 27AAKCP 3279M1ZP (Maharashtra)	State Tax Officer Borivali-East 702, Borivali, Mumbai South West, Maharashtra	ZD2707230260 55K dated July 13, 2023 Period: April 2021-March 2022	Notice for intimating discrepancies in return after scrutiny	"The total demand for tax and other dues amounts to Rs. 67,71,956/-, which includes Rs. 67,60,000/- for excess Input Tax Credit (ITC) claimed in GSTR 3B/9 that is not confirmed in GSTR 2A, and Rs. 11,956/- as interest on delayed payments made with GSTR 3B."	"The company has not submitted a reply in the matter, and the case remains pending for a response from the relevant authority." The company is in the process of filing of an appeal in the matter

Direct Tax:

1. M/s. Paynext Private Limited (Group Company)

a. A.Y. 2021-22:

As per details available on the website of the Income Tax Department **M/s. Paynext Private Limited** (hereinafter referred to as the "Assessee") have been issued with a demand bearing Demand Identification No: 2022202137078622423C dated July 06,2022 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 20,480 /- in addition to an interest of Rs. 4,692/- for A.Y 2021-22 and the same is pending to be paid by the assessee.

2. M/s. Sampada Infosolutions Private Limited (Group Company)

d. A.Y. 2020-21:

As per details available on the website of the Income Tax Department **M/s. Sampada Infosolutions Private Limited** (hereinafter referred to as the "Assessee") have been issued with a demand bearing Demand reference No: 2021202037041335792C dated February 07, 2022 u/s. 154 of the Income Tax Act, 1961, raising a demand of Rs. 3,820/- in addition to an interest of Rs. 1,482/- and the same is pending to be paid by the assessee.

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

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Red Herring Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Red Herring Prospectus.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Draft Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Red Herring Prospectus.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 221 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at September 30, 2024, on a standalone basis, are set out below:

(in ₹ lakhs)

Particulars	Number of creditors	Amount involved
Dues to Micro, Small and Medium Enterprises	-	-
Dues to other creditors	2	329.35
Total	2	329.35

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website at https://www.vgipl.com/investors_info/material-creditors .

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (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.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals In Relation to Our Company's incorporation

1. Certificate of Incorporation dated September 12, 1997 from the Registrar of Companies, Mumbai, Maharashtra, under the Companies Act, 1956 as "Virtual Galaxy Infotech Private Limited" (Company registration Number. U93000MH1997PTC110645)
2. Fresh Certificate of Incorporation dated September 12, 2024 from the Registrar of Companies, Central Registration Center, consequent to conversion of the Company "Virtual Galaxy Infotech Private Limited" to "Virtual Galaxy Infotech Limited" (Corporate Identification Number. U93000MH1997PLC110645).

Approvals in relation to the Issue

Corporate Approvals

1. Our Board of Directors has pursuant to resolutions passed at its meeting held on September 13, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have pursuant to a resolution dated September 14, 2024 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has pursuant to a resolution dated October 29, 2024 authorized our Company to take necessary action for filing the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus respectively with NSE EMERGE.

Approvals from Stock Exchange

1. Our Company has received in- principle listing approval from the NSE EMERGE dated [●] for listing of Equity Shares issued pursuant to the issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated May 08, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited, for the dematerialization of its shares.
2. The Company has entered into tripartite agreement dated April 30, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited, for the dematerialization of its shares.
3. ISIN Registration no. INE0VRH01015

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

Tax Related Approvals

Sr. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	M/s. Virtual Galaxy Infotech Limited	AAACV5098G	Income Tax Department	--	Valid till Canceled
2.	Tax Deduction and Collection Account Number (TAN)	M/s. Virtual Galaxy Infotech Private Limited, DattatrayaNagar, Nagpur, Maharashtra 440074	NGPV03164A	Income Tax Department	April 08, 2006	Valid till Canceled
3.	GST Registration Certificate	M/s. Virtual Galaxy Infotech Limited, Plot No.3, Central Excise Colony, Chhatrapati Square, Nagpur, Maharashtra, 440015 Additional Place: Plot. No. 26, Khamla Road, Behind Tajeshree Honda, Lic Colony, Nagpur, Maharashtra, 440015*	27AAACV5098G1Z1	Goods and Services Tax department	July 01, 2017 Latest updated certificate dated October 08, 2024	Valid till Canceled
4.	Professional Tax Registration Certificate (PTRC)	M/s. Virtual Galaxy Infotech Private Limited, Plot No 68 Dattatraya Nagarnagpur- 440024	Registration Certificate Number 27550304856P	Maharashtra Sales Tax Department	February 01, 2011	Valid till Canceled
5.	Professional Tax Enrollment Certificate (PTEC)	M/s. Virtual Galaxy Infotech Private Limited	PT/E/4/6/46/18/10	Profession Tax Officer, Nagpur	November 26, 1997	Valid till Canceled

*Application has been filed for removal of this premises from the Registration Certificate.

Registrations related to Labour Laws:

Sr. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under the Employees Provident fund (EPF)	M/s. Virtual Galaxy Infotech Private Limited, 3. Central Excise Colony Near Chhatrapati Nagar Square Nagpur Maharashtra -440015	NGNAG0064041000	Employees Provident fund	September 06, 2017	Valid till Canceled
2.	Intimation under The Maharashtra Shops and Establishment Act 1948	M/s. Virtual Galaxy Infotech Limited, Plot No.3, Central Excise Colony, Chhatrapati Square, Nagpur, Maharashtra, 440015	Receipt Number: 2452300319303046 Application Number: 110039812403	Office of the Additional Commissioner, Nagpur	October 09, 2024	Valid till Canceled

Sr. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
3.	Registration under Employee State Insurance Act (ESIC)	M/s. Virtual Galaxy Infotech Limited, Plot No.3, Central Excise Colony, Chhatrapati Square, Nagpur, Maharashtra, 440015	230003765600911	Employees' State Insurance Corporation,	October 24, 2024	Valid till Cancelled


Business Related Approvals:







Sr. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Import Export Code (IEC)	M/s. Virtual Galaxy Infotech Limited, Plot No. 3, Central Excise Colony, Behind Mahatme Eye Bank, Chatrapati Square, Nagpur (M.S.), Nagpur, Maharashtra, 440015	5010000628	Ministry of Commerce and Industry Directorate General of Foreign Trade,	June 21,2010	Valid till Cancelled
2.	Fire NOC	M/s. Virtual Galaxy Infotech Private Limited Plot No. 3, Central Excise Colony, Behind Mahatme Eye Bank, Chatrapati Square, Nagpur (M.S.), Nagpur, Maharashtra, 440015	--	Abhishek Enterprises, Nagpur	June 12,2024	June 11, 2025
3.	ISO 9001:2015	M/s. Virtual Galaxy Infotech Private Limited, 3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Square, Ring Road, Nagpur- 440015, Maharashtra, India	Certificate Number: SIN22F04182	Sustainable Management Group (SMG)	June 04, 2022	June 03, 2025
4.	ISO/IEC 27001:2013	M/s. Virtual Galaxy Infotech Private Limited, 3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Square, Ring Road, Nagpur- 440015, Maharashtra, India	Certificate Number: SIN22F04183	Sustainable Management Group (SMG)	June 04, 2022	June 03, 2025
5.	ISO/IEC 20000-1:2018	M/s. Virtual Galaxy Infotech Private Limited, 3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Square, Ring Road, Nagpur- 440015, Maharashtra, India	Certificate No: IN57375F	Staunchly Management and System Services Limited	July 25,2024	July 24, 2027

Sr. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
6.	ISO/IEC 23001-7:2023	M/s. Virtual Galaxy Infotech Private Limited, 3, Central Excise Colony, Behind Mahatme Eye Bank, Chhatrapati Square, Ring Road, Nagpur- 440015, Maharashtra, India	Certificate No.: TC24G250090	TQM Certification Inc.	July 25, 2024	July 24, 2027
7.	LEI	M/s. Virtual Galaxy Infotech Private Limited, 3 Central Excise Colony Behind Mahatme Eye Bank Chhatrapati Sq Ring Road Nagpur Nagpur In-Mh In 440015	335800ZZKD5Z YPC83G32	Legal Entity Identifier India Limited	April 05, 2022	April 08, 2025
8.	Udyam Registration Certificate	M/s. Virtual Galaxy Infotech Private Limited, 3, Central Excise Colony, Ring Road, Chhatrapati Square, Maharashtra 440015	UDYAM-MH-20-0006475	Ministry of Micro Small & Medium Enterprises	September 22, 2020	Valid till Cancelled
9.	Non STPI certificate	M/s. Virtual Galaxy Infotech Private Limited, 3, Central Excise Colony, Ring Road, Chhatrapati Square, Maharashtra 440015	STPIM/NAG/ES G/NSTP/Reg.2015-16/266 /R2114	Software Technology Parks of India	Originally issued on October 12, 2015	October 11, 2024* *Renewal application filed vide application dated April 25, 2024

Intellectual Property

Trademarks registered/Objected/Abandoned in the name of our company

Sr. No.	Trademark	Classes	Application Number	Name of Proprietor of Mark	Issuing Authority	Date of Issue	Date of Expiry	Status
1.	Device "V-CONNECT" 	42	4345616	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	November 13, 2019	November 13, 2029	Registered
2.	Word "VIRTUALPAY"	36	3911211	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	August 08, 2018	August 08, 2028	Registered
3.	Device "VPAY" 	42	3762093	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	February 23, 2018	February 23, 2028	Rectification Filed

Sr. No.	Trademark	Classes	Application Number	Name of Proprietor of Mark	Issuing Authority	Date of Issue	Date of Expiry	Status
4.	Device "BANKER" 	42	1924721	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	February 19, 2010	February 19, 2030	Registered
5.	Device "e-APMC" 	42	2385574	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	August 25, 2012	August 25, 2032	Registered
6.	Device "virtualgalaxy" 	36	6494936	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	--	Formalities Check Pass
7.	Device "virtualgalaxy" 	39	6494937	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	-	Formalities Chk Pass
8.	Device "virtualgalaxy" 	9	6494938	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	-	Formalities Chk Pass
9.	Device "virtualgalaxy" 	42	6494939	M/s. Virtual Galaxy Infotech Private Limited	Trade Mark Registry, Mumbai	June 24, 2024	-	Formalities Chk Pass

Our Copyright details are as mentioned below:

Sr. No.	Class of Work	Registration Number	Title of Work	Applicant Name	Diary Number	Date of Issue	Status
1.	Computer Software	SW-6225/2013	'IBS - INTEGRATED BUSINESS SUITE'	Virtual Galaxy Infotech Private Limited	5876/2012-CO/SW	February 12, 2013	Registered
2.	Computer Software	SW-6850/2013	VGIPL ASP.NET DEVELOPMENT COMPONENTS	Virtual Galaxy Infotech Private Limited	25368/2012-CO/SW	July 30, 2013	Registered
3.	Computer Software	SW-6851/2013	E-APMC - ELECTRONIC AGRICULTURE Solution MARKET	Virtual Galaxy Infotech Private Limited	25410/2012-CO/L	July 30, 2013	Registered

Sr. No.	Class of Work	Registration Number	Title of Work	Applicant Name	Diary Number	Date of Issue	Status
4.	Computer Software	SW-6852/2013	VGIPL – HRMS	Virtual Galaxy Infotech Private Limited	25579/2012-CO/L	July 30, 2013	Registered
5.	Computer Software	SW-13185/2020	VPAY APPLICATION SOFTWARE (WEB VERSION)	Virtual Galaxy Infotech Private Limited	4860/2018-CO/SW	January 16, 2020	Registered
6.	Computer Software	SW-10957/2018	VPAY APPLICATION SOFTWARE (MOBILE VERSION)	Virtual Galaxy Infotech Private Limited	4858/2018-CO/SW	July 04, 2018	Registered
7.	Artistic	A-137362/2021	VPAY	Virtual Galaxy Infotech Private Limited	1686/2021-CO/A	April 06, 2021	Registered
8.	Computer Software	SW-18778/2024	E-AUTOPSY SOFTWARE (SOFTWARE FOR POST-MORTEM DEPARTMENT AUTOMATION)	Virtual Galaxy Infotech Private Limited	8143/2024-CO/SW	May 15, 2024	Registered
9.	Computer Software	SW-19191/2024	LOS (LOAN ORIGINATING SYSTEM/MODULE) SOFTWARE	Virtual Galaxy Infotech Private Limited	17350/2024-CO/SW	July 19,2024	Registered
10.	Computer Software	SW-8089/2014	E-BANKER-CORE BANKING SOLUTION	Virtual Galaxy Infotech Private Limited	53116/2014-CO/SW	August 25,2014	Registered

Domain Name

Sr. No	Domain Name	Domain ID	Registrant Name, IANA ID	Creation Date	Registry Expiry Date
1.	vgipl.com	195898193_DOMAIN_COM-VRSN IANA ID:146	Virtual Galaxy Infotech Private Limited	August 13,2005	August 13,2026
2.	Vpaydirect.in	D41440000007126757-IN IANA ID:146	Virtual Galaxy Infotech Private Limited	November 29,2018	November 29,2025
3.	VGIPL.IN	D6083383-IN IANA ID:146	Virtual Galaxy Infotech Private Limited	April 02,2012	April 02,2027

Licenses to be Applied:

Sr. No.	Description	Address	Earlier license number if any	Issuing Authority	When to be Applied
1.	Fire NOC	Space No. 1 & 2, 2 nd Floor, A Wing, South & North Block Central Facility Building, MIHAN SEZ	NA	Fire Department, Maharashtra Airport Development Company Limited, Nagpur Office	Immediately

Approvals in relation to Object of the Issue:

Sr. No.	Description	Address	Issuing Authority	When to be Applied
1.	Approval of project Layout Plan	Plot No. 3B, Sector -12, MIHAN SEZ, Nagpur	Development Commissioner, MIHAN -SEZ, Nagpur	After making of balance payment for the land allotted from IPO proceeds
2.	Registration under the Maharashtra Shops and Establishments Act	Plot No. 3B, Sector -12, MIHAN SEZ, Nagpur	Labour Department, Maharashtra	Upon commencement of operation

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its constitution from Private Limited to Public Limited.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated September 13, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on September 14, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from NSE vide letter dated [●] to use the name of NSE in this Draft Red Herring Prospectus for listing of equity shares on the NSE Emerge. NSE is the designated stock exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters, and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our directors are associated with the securities market where there has been any outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

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 are 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 is a wilful defaulter or fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We are an unlisted company and are eligible for the Initial Public Offer in accordance with Regulation 229 (2) of the SEBI ICDR Regulations which states the following:

“An issuer, whose post issue face value capital is more than ten crore rupees and up to twenty- five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.”

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge. The point wise Criteria for NSE Emerge and compliance thereof are given hereunder:

1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company was incorporated on September 12, 1997 under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai, Maharashtra.

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.

As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹1,829.86 Lakhs comprising 1,82,98,635 Equity Shares of ₹ 10/- each and the Post Issue paid-up Capital (face value) will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 25 crores.

3. Track record of at least three years

- Our Company confirms that it has track record of more than 3 years.
- As per the Restated Financial Statements, our company has operating profit (earnings before interest, depreciation and tax excluding other income) in two out of the three proceeding financial year and net-worth of our company is positive, details of which is depicted as follows:

On the basis of Standalone Financials

(Rs. In lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit Before Tax	2,703.62	2,259.59	478.77	303.63
Add: Depreciation	267.74	592.68	564.48	455.72
Add: Interest	115.74	250.17	265.87	260.68
Less: Other Income	(1.90)	(5.70)	(7.37)	(10.98)
Add: Exceptional Items	0	0	0	0
Operating profit (Earnings before interest, depreciation, and tax) from operations	3,085.20	3,096.74	1,301.76	1,009.05

On the basis of Consolidated Financials

(Rs. In lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Profit Before Tax	2,294.46	322.60	178.05
Add: Depreciation	600.46	603.17	486.14
Add: Interest	248.38	275.43	263.20
Less: Other Income	(7.21)	(8.44)	(11.72)
Add: Exceptional Items	0	0	0
Operating profit (Earnings before interest, depreciation, and tax) from operations	3,136.09	1,192.76	915.67

Net worth as on September 30, 2024 on the basis of Restated Standalone Financials Statement:

(Rs. In lakhs)

Particulars	As on September 30, 2024
Share Capital	1,829.86
Add: Reserves & Surplus	5,905.01
Less: Fictitious Assets	0.00
Net worth	7,734.88

The company has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

On the basis of Restated Standalone Financials

(₹ in Lakhs)

Particulars	Financial Statements For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash flow from Operations	3,279.17	816.21	1,277.23
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	(2148.82)	(1528.10)	(655.83)
Add- Net Total Borrowings (net of repayment)	52.69	319.51	2099.34
Less- Interest expense x (1-T)	(180.49)	(99.70)	(108.52)
Free cash flow to Equity (FCFE)	1,002.55	(492.08)	2,612.22

On the basis of Restated Consolidated Financials

(Rs. In lakhs)

Particulars	Financial Statements For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash flow from Operations	2,840.48	936.39	1,184.59
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	2,105.55	1,528.10	665.93
Add- Net Total Borrowings (net of repayment)	(21.13)	329.34	2,079.87
Less- Interest expense x (1-T)	(179.05)	(61.27)	(59.45)
Free cash flow to Equity (FCFE)	534.75	(323.64)	2,539.09

4. Other Listing Conditions

- Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
- There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.
- We are not involved in the IPO have instances of any of our IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application.

5. Other Disclosures:

- There are no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, group companies, companies promoted by the promoters of our company in the Draft Red Herring Prospectus.
- There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by our company, promoters, group companies, companies promoted by the promoters during the past three years except as mentioned in the Draft Red Herring Prospectus.
- We have disclosed the details of our company, promoters, group companies, companies promoted by the promoter's litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter "Outstanding Litigations and Material Developments" on page 238.
- We have disclosed all details of the 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 its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "Outstanding Litigations and Material Developments" on page 238.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a) 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. NSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated April 30, 2024 with NSDL and agreement dated May 08, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c) 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 are fully paid-up.
- d) The entire Equity Shares held by the Promoters are in dematerialized form.
- e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that 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 amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter “*Objects of the Issue*” on page 113.

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.

We further confirm that:

1. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the book running lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue shall be 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 75.
3. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018 we shall enter into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in the Issue.
4. In accordance with Regulation 268 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 unblocked or refunded forthwith with interest as prescribed under SEBI ICDR Regulations and as per the applicable law.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED (FORMERLY KNOWN AS SHRENI CAPITAL ADVISORS PRIVATE LIMITED) HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED 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 OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.vgipl.com or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at bidding centres elsewhere.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Smart Horizon Capital Advisors Private Limited (*Formerly known as Shreni Capital Advisors Private Limited*) is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the 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. Accordingly, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the 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 the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any 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.

No person outside India is eligible to bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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

Bidders are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

DISCLAIMER CLAUSE OF THE NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to the NSE Emerge. The Disclaimer Clause as intimated by the NSE Emerge to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and Prospectus prior to the filing with RoC.

LISTING

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on NSE Emerge. Application have been made to the Emerge platform of NSE for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its NSE Emerge after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from NSE vide letter dated [●] to use name of NSE in the Red Herring Prospectus for listing of equity shares on NSE Emerge.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE Emerge the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the stock exchange mentioned above are taken within three (3) Working Days of the Bid/Issue Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Issue within 3 Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by

SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p. a, for the delayed period

CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, Peer Review Auditor and the Statutory Auditor; and (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue⁽¹⁾, Bankers to the company, Market Maker⁽¹⁾, Underwriter and Syndicate Member⁽¹⁾ to act in their respective capacities, have been obtained and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

⁽¹⁾ The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, Peer Reviewed Auditors, M/s. K K Mankeshwar & Co., Chartered Accountants, have provided their written consent to the inclusion of Restated Financial Statements dated October 23, 2024 and to the inclusion of their reports dated October 23, 2024 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

EXPERT OPINION

Except the report of the Peer Reviewed Auditors on statement of tax benefits and report on Restated Standalone Financial Statements for the period ending on September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 and Restated Consolidated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinion.

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

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES/ SUBSIDIARIES/ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled “*Capital Structure*” on page 84 of Draft Red Herring Prospectus, our Company has not made any capital issue during the previous three years.

For details in relation to our group company, please see chapter titled “*Our Group Company*” on page 211.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 84 of this Draft Red Herring Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

For details in relation to our group companies, please see chapter titled “*Our Group Company*” on page 211.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):

Price information of the past issues handled by the Book Running Lead Manager is not applicable as there is no listing track record till date.

Summary statement of price information of past issues handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):

Summary statement of price information of past issues handled by the Book Running Lead Manager is not applicable as there is no listing track record till date.

TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: www.shcapl.com.

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the applicants to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidders DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Applicants who make the payment of Application Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bidders was submitted. Further, the Application 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 Applications submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Issue Closing Date, the applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Master Circular no. SEBI/HO/MIRSD/POD-

1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (fifteen) days, failing, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days.

Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Scenario	Compensation amount	Compensation 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 Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹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	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹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 Application 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 finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100/- per day or 15% per annum of the Application 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.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Applicants can contact our Company Secretary and 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.

Anchor Investors are required to address all grievances in relation to the Issue to the BRLM.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has also appointed Anjali Vinay Padhye, Company Secretary and Compliance officer. For details, see “*General Information*” beginning on page 75.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on September 13, 2024 has also constituted a Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Jaideep Narayan Pawar	Non-Executive Independent Director	Chairperson
Avinash Narayanrao Shende	Executive Director	Member
Sachin Purushottam Pande	Managing Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page 193.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

OTHER CONFIRMATIONS

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised 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 Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on September 13, 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 Extra ordinary General Meeting of the Company held on September 14, 2024.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page no. 213.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on Page No. 131.

COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDER

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 304.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

Pursuant to Section 29 of the Companies Act 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 dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- i. Tripartite agreement dated May 08, 2024 amongst our Company, CDSL and Registrar to the Issue.
- ii. Tripartite agreement dated April 30, 2024 between our Company, NSDL and Registrar to the Issue.

For details in relation to the Basis of Allotment, see “*Issue Procedure*” on page 278.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

JOINT HOLDERS

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

JURISDICTION

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in

the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction 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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

NOMINATION FACILITY TO THE INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

to register himself or herself as the holder of the equity shares; or

to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, 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 Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the 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 (2) 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 to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock

Exchange will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

BID/ISSUE PROGRAM

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Opens on	[●] ⁽¹⁾
Bid/Issue Closes on	[●] ⁽²⁾⁽³⁾
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

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

3. UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●]

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date 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, for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs and 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 by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the 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 circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s) (“SCSB”), to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, for which 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 fee for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023.

The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Issue, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors)

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories [#]	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST

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

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by RIIs.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIIs after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares.

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

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

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

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, our company shall forthwith refund the entire subscription amount received. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) 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.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for the lock-in of the pre- Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 84 and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page 304.

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.

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. Further, our Company is not issuing any new financial instruments through this Issue.

ALLOTMENT OF SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

APPLICATION BY ELIGIBLE NRIS, FPIS OR VCFS REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered

with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

MIGRATION TO MAIN BOARD

In accordance with the NSE Circular dated March 10, 2014, further revised vide circulars dated April 18, 2018 and January 21, 2021 our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI(ICDR) Regulations, NSE has reviewed and revised the migration policy effective from April 20, 2023 from NSE Emerge to NSE Main board and has further and revised the migration policy effective from April 20, 2024 from NSE Emerge to NSE Main board vide Circular dated March 07, 2024 as follows.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the Emerge Platform on a later date subject to the following:

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalization	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalization of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares.
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	a) The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. b) The company has not received any winding up petition admitted by a NCLT. c) The net worth* of the company should be at least 75 crores. *Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following	a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. c) Redressal mechanism of Investor grievance. d) PAN and DIN no. of Director(s) of the Company. e) Change in Control of a Company/Utilisation of funds raised from public.

MARKET MAKING

The shares Offered through this offer are proposed to be listed on the NSE Emerge 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 75.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and up to ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page no. 266 and 278 respectively.

ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of up to 66,60,000 Equity Shares for Cash at an Issue Price of ₹ [●] per Equity Share. The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“the Net Issue”). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company

This Issue is being made by way of Book Building Process:

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation ⁽²⁾	Up to [●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of issue size available for allocation	[●] % of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor investor portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
Basis of Allotment ⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor investor portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. c) Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. For details, see “Issue Procedure” beginning on page 278.	Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see “Issue Procedure” beginning on page 277.
Mode of Bid	Only through ASBA Process	ASBA only except for Anchor Investors ⁽⁴⁾	Only through ASBA Process	Through ASBA Process, Through Banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds ₹ 2,00,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the Anchor portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Who can apply? ⁽⁵⁾	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value
Terms of Payment	<p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁶⁾</p>			
Mode of Bid	Only through the ASBA process			

(1) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of

₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.

- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue for at least 25% of the post Issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Anchor Investors are not permitted to use the ASBA process.
- (5) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (6) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.
- (7) SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIBs and RIIs 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.

The Bids by FPIs with certain structures as described under “Issue Procedure” on page 277 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see “Terms of the Issue” on page 266.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of 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 (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs 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 until 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 UPI Bidders 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/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.

The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

The BRLM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional

measures for streamlining the process of initial public offers and redressing investor grievances. 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 shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to two days.

Our Company and the BRLM, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

BOOK BUILDING PROCEDURE

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 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 and 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, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% 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.

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 spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, and CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock 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, the PAN and UPI ID, for RIIs Bidding in the Retail Portion 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 rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the 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 RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the 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 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (the "UPI Streamlining Circular"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI 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 UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be made under UPI Phase III of the UPI Circular.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹2.00 lakhs and up to ₹5.00 lakhs, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (“UPI Streamlining Circular”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

ELECTRONIC REGISTRATION OF BIDS

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.
- On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.
- QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the of NSE (www.nseindia.com), at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, ASBA Bidders (other than UPI Bidders using the UPI Mechanism) must provide the bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

- a. RIIs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- b. UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- c. QIBs and NIIs 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.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked. The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application form*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis.	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors**	White

* Excluding electronic Bid cum Application Form.

** Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager. Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com).

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded up to 5.00 p.m. on Bid/ Offer Closing Date.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchange and the Stock Exchange 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. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. 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.

For UPI Bidders, the Stock Exchange 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 UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

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 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 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 IST on the Bid/Issue Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders 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. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Issue Period until the Cut-Off Time.

Bids 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 Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.

- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE Emerge within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance 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 and any subsequent circulars or notifications issued by SEBI in this regard.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained.
2. A syndicate member (or sub-syndicate member).
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’).
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity).
5. A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity).

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:

For Applications submitted by Investors to SCSBs:	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.
For applications submitted by investors to intermediaries other than SCSBs:	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.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	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. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. 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;
3. 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;
4. Mutual Funds registered with SEBI;
5. 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;
6. 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);
7. 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;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. 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;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;

15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. 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;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. 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

PARTICIPATION BY PROMOTERS, PROMOTER GROUP, THE BOOK RUNNING LEAD MANAGER, THE SYNDICATE MEMBERS AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP/THE BOOK RUNNING LEAD MANAGER

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

- i. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- ii. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- iii. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- iv. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:

- i. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- ii. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- iii. there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NON-RESIDENT INDIANS

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRI/ NRO accounts.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on [●].

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

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 Bid cum Application Form/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/Applications by HUFs may be considered at par with Bids from individuals.

BIDS BY FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- i. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- ii. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- iii. such offshore derivative instruments are issued after compliance with 'know your client' norms;
- iv. such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- a) FPIs which utilise the multi-investment manager structure;
- b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- d) FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.

- e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- f) Government and Government related investors registered as Category 1 FPIs; and
- g) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

BIDS BY SEBI REGISTERED VCFs, AIFs AND FVCIs

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the issue shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

BIDS BY SCSBs

SCSBs participating in the issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone

basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time

BIDS BY ANCHOR INVESTORS

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ issue Opening Date and be completed on the same day.
5. Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid
8. If the issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
10. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals,

corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra where our Registered Office is located) each with wide circulation.

In the pre- issue advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND FILING WITH THE ROC

Our company has entered into an Underwriting Agreement dated [●].

After signing the Underwriting Agreement, an updated Prospectus will be filed with the RoC in accordance with applicable law. 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.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "*Terms of the Issue*" on page 266.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid

Period and withdraw or lower the size of their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021
3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
4. Ensure that you have Bid within the Price Band;
5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. UPI Bidders Bidding in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party
9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
10. Ensure that you mandatorily 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;
11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DOP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
24. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;
27. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Banks issues the Mandate Request, the RIIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
28. Bidding through UPI Mechanism 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, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI

Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

31. Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non-Institutional Category for allocation in the Issue;
32. UPI Bidders 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. RIIs 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; and
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date.
34. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹2.00 lakhs (for Bids by RIIs) and ₹5.00 lakhs for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account

UPI ID;

18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Issue Closing Date;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Issue Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;
29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

GROUNDS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party

linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIIs with Bid Amount of a value of more than ₹2.00 lakhs;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIIs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. On the Bid/ Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre- issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “*General Information*” beginning on page 75.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Red Herring Prospectus. 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.

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 SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.

- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The 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 oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE

Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any allotment in excess of the Equity Shares offered through this Offer document.

The allotment of Equity Shares to bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

PAYMENT INTO ANCHOR INVESTOR ESCROW ACCOUNTS

Our Company in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

- In case of resident Anchor Investors: “[●]”
- In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

ALLOTMENT ADVERTISEMENT

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

IMPERSONATION

Attention of the bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Issue Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall be informed promptly;

UTILISATION OF ISSUE PROCEEDS

- Our Company severally and not jointly, specifically confirm that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

- Details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- Details of all unutilized monies out of the Fresh 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.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee Company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the FDI policy, FDI in companies engaged in the IT and IT Enabled Service Providers which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such Company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 278. Each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Investor shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue/ Period.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paid-up Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“Rules”) and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis.

The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100% provided that the Company complies with conditions provided under the FDI Policy. As per the Rules, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the

approval of its Board of Directors through a resolution and also of its shareholders by means of a special resolution, before March 31, 2020. The Company has passed no such Board Resolution and hence, has not revised its sectoral caps.

Further, eligible NRIs and OCIs investing on repatriation basis are subject to individual investment limit of 5% of the total paid-up equity capital on a fully diluted basis subject to the aggregate paid-up value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10% of the total paid-up equity capital on a fully diluted basis of the Company. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the shareholders of the Company. The Company has not passed such resolutions as yet.

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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. 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 Issue 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 Investors. 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. Investors are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares Issue for do not exceed the applicable limits.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

VIRTUAL GALAXY INFOTECH LIMITED*

(COMPANY LIMITED BY SHARES)

PRELIMINERY

**Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

Interpretation

I. In these regulations a) the Act means the Companies Act 2013 b) the seal means the common seal of the company. c)The Company is a Public Limited Company within the meaning of Section 2(71) of the Companies Act 2013 Public Company means a company which is not a private company. 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 purpose of this Act even where such subsidiary company continues to be a private company in its articles d) 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. 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 one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. 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 The Board shall be entitled to dematerialize Securities or to offer securities in a dematerialized form pursuant to the Depositories Act 1996 as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialized. Notwithstanding anything to the contrary contained in these Articles where Securities are dealt with by a Depository the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities. Notwithstanding anything to the contrary contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act 1996 as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles. Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository if permitted by law in respect of any securities in the manner provided by the Depositories Act 1996 and the Company shall in the manner and within the time prescribed by law issue to the Beneficial Owner the required certificates for the Securities. If a person opts to hold his securities with the Depository the Company shall intimate such Depository the details of allotment of the securities and on receipt of the information the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities. All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the securities held by on behalf of the Beneficial Owners. Notwithstanding anything to the contrary contained in these

Articles where Securities of the Company are held in a Depository the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode or by delivery of floppies or discs.

3. 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. 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. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. 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. 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. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply 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. The company shall have a first and paramount lien 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 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. The companys 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 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. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. 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. 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. 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. 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. 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 authorizing 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. 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. The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. 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. 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. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.***

20. The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or 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 56b. 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. Nothing contained in Section 56 of the Act or anything to the contrary contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. Notwithstanding anything to the contrary contained in these Articles a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner. Save as otherwise provided in 66(1) above the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record

of the Depository shall be entitled to all the rights and benefits and be subject to all the the Securities which are held by a Depository and shall be deemed to be a Member of the Company.

Transmission of shares

23. 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 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. 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 to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. 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. 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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. 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.

27. In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

Forfeiture of shares

28. 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.

29. The notice aforesaid shall 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 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.

30. 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.

31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.

32. 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. 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.

33. 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 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 The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. 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.

36. Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum 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.

37. Where shares are converted into stock 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. 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. 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 stockholder respectively.

38. The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.

Capitalization of Profits

39. The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and 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. 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 paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) 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 The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Buy-back of shares

41. 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

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. The Board may whenever it thinks fit call an extraordinary general meeting. 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

44. 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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.

45. The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.

46. 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.

47. 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.

48. In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49. 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid 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

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and 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.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. 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. For this purpose seniority shall be determined by the order in which the names stand in the register of members.

53. 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.

54. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.

55. 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.

56. 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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxy

57. 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.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. 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

60. The first Directors of the company shall be a)Mr.Avinash Narayanrao Shende b)Mr. Sachin Purushottam Pande.

61. The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. 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 in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. 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.

64. 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

65. 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.

66. 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. 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

67. The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.

68. Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.

69. 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.

70. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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.

71. 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. 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.

72. A committee may elect a Chairperson of its meetings. 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.

73. A committee may meet and adjourn as it thinks fit. 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.

74. 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.

75. 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.

76. In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive officer, Manager, Company Secretary, or Chief Financial Officer

77. Subject to the provisions of the Act 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 A director may be appointed as chief executive officer manager company secretary or chief financial officer.

78. 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

79. The Board shall provide for the safe custody of the seal. 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

80. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by the applicable laws.***

81. 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.

82. 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. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.

83. 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. 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. 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.

84. 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.

85. 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. 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.

87. 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.

88. No dividend shall bear interest against the company.

Accounts

89. 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. 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

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. 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.

Others

92. -

*** Amended vide Special Resolution passed at the Extra – Ordinary General Meeting of the members held as on 18th June, 2024.**

**** Adopted Table F under Schedule I of Companies Act 2013 for Articles of Association vide Special Resolution passed at the Extra – Ordinary General Meeting of the members held as on 18th June, 2024.**

*****Altered vide Special Resolution passed at the Annual General Meeting of the members held as on 24th September, 2024.**

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.vgipl.com, and will be available for inspection from date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such agreements executed after the Bid/issue Closing Date).

MATERIAL CONTRACTS

1. Issue Agreement dated October 22, 2024 between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated October 28, 2024 between our Company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank, Sponsor Bank, Public Issue Bank and the Refund Bank.
4. Market Making Agreement dated [●] between our Company and the Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company and Book Running Lead Manager and the Underwriter.
6. Syndicate Agreement dated [●] amongst our Company, the Book Running Lead Manager, and Syndicate Members.
7. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated May 08, 2024.
8. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated April 30, 2024.

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated September 12, 1997, issued as “*Virtual Galaxy Infotech Private Limited*” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai, Maharashtra.
3. Copy of Fresh Certificate of Incorporation dated September 12, 2024, issued by Registrar of Companies, Central Processing Centre to name change from “*Virtual Galaxy Infotech Private Limited*” to “*Virtual Galaxy Infotech Limited*” pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated September 13, 2024 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on September 14, 2024 in relation to the Issue.
6. Examination report for Restated Financial Statements dated October 23, 2024 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
7. The Statement of Possible Tax Benefits dated October 23, 2024 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
8. Copies of Standalone Audited Financial Statements of the Company for the period ended September 30, 2024 and financial year ended March 31, 2024, 2023, and 2022.

9. Copies of Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024, 2023, and 2022.
10. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Statutory Auditor, Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Issue and Registrar to the Issue to act in their respective capacities.
11. Certificate on KPI's issued by the Peer Review Auditor by way of their certificate dated October 23, 2024.
12. Board Resolution dated October 29, 2024 for approval of Draft Red Herring Prospectus, dated for [●] approval of Red Herring Prospectus
13. Due Diligence Certificate dated [●] to SEBI by the Book Running Lead Manager.
14. In Approval from NSE vide letter dated [●] to use the name of NSE in this Offer Document for listing of Equity Shares on the NSE Emerge.

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 the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- Sachin Purushottam Pande Managing Director DIN: 02181154	Sd/- Avinash Narayanrao Shende Chairman and Executive Director DIN: 02179381
Sd/- Asit Oberoi Non-Executive Director DIN: 09089783	Sd/- Jaideep Narayan Pawar Non-Executive Independent Director DIN: 07221800
Sd/- Bhanupriya Nikhil Thakur Non-Executive Independent Director DIN: 08276607	Sd/- Ayush Munnalal Sharma Non-Executive Independent Director DIN: 06628387

SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/- Avinash Narayanrao Shende Chief Financial Officer	Sd/- Anjali Vinay Padhye Company Secretary and Compliance Officer
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Date: October 29, 2024

Place: Nagpur