



## Routes 2 Roots

Routes 2 Roots ("Society" or "Issuer") was registered in Delhi on December 01, 2004, as a Society (validly existing under the Societies Registration Act, 1860) pursuant to a certificate of Registration issued by the Registrar of Societies, Delhi ("RoS"). For more information about our Society, please refer to "General Information" and "History and Main Objects" on pages 20 and 53 of this Draft Prospectus, respectively.

**Registered Office:** S-43, Panchsheel Park, New Delhi – 110017  
**Corporate Office:** Routes 2 Roots, G2, Max Towers, Delhi One, Sector-16 B,  
Gautam Buddh Nagar, Noida, Uttar Pradesh 201301  
**Tel.:** 0120 4123996 / 0120 4124949 / 9810113255  
**Registration Number:** S/50788/2020; **PAN:** AAATR9174N  
**Website:** <https://routes2roots.com/>; **Email:** [info@routes2roots.com](mailto:info@routes2roots.com)  
**Compliance Officer:** Babita; **Tel.:** 8700016829; **Email:** [babita.singh71@gmail.com](mailto:babita.singh71@gmail.com)  
**Chief Financial Officer:** Rakesh Gupta; **Tel.:** +91 9810113255; **Email:** [rgupta@routes2roots.com](mailto:rgupta@routes2roots.com)

### ADDENDUM CUM CORRIGENDUM TO THE DRAFT FUND RAISING DOCUMENT DATED OCTOBER 25, 2023 ("DRAFT FUND RAISING DOCUMENT"): ("ADDENDUM CUM CORRIGENDUM")

Potential Applicants may note the following changes to the Draft Fund Raising Document:

**PUBLIC ISSUE BY OUR SOCIETY OF ZERO COUPON ZERO PRINCIPAL INSTRUMENTS OF FACE VALUE OF ₹ 1/- EACH ("ZCZP INSTRUMENTS"), AGGREGATING UP TO ₹ 1 CRORE ("ISSUE SIZE" AND SUCH PUBLIC ISSUE HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH THIS DRAFT FUND RAISING DOCUMENT. THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS"), READ WITH THE SEBI CIRCULAR DATED SEPTEMBER 19, 2022, BEARING REFERENCE NO. SEBI/HO/CFD/POD-1/P/CIR/2022/120 ("SSE FRAMEWORK CIRCULAR"), THE CIRCULAR ISSUED BY THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") NOTIFYING THE NORMS FOR REGISTRATION, ISSUE AND LISTING OF ZCZP INSTRUMENTS BY NPOS ON NSE SOCIAL STOCK EXCHANGE AND CONTENTS OF THE DRAFT FUND-RAISING DOCUMENT/FUNDRAISING DOCUMENT (COLLECTIVELY, "NSE NORMS"), AND THE DISCLOSURE REQUIREMENT UNDER SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, EACH AS AMENDED TO THE EXTENT NOTIFIED AND APPLICABLE.**

Accordingly, the Draft Fund Raising Document, including the sections titled "*Objects of the Issue*" page no. 24, of the Draft Fund Raising Document, shall stand suitably updated to read references of "NSE Norms" as "Stock Exchange Norms" (as defined above) and issue size is 1 crore as mentioned in Draft fund raising Document.


#### ISSUE PROGRAMME

ISSUE OPENS ON : *	ISSUE CLOSING ON : *	ISSUE CLOSING ON : *
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The above changes are to be read in conjunction with the Draft Fund Raising Document and accordingly their references in the Draft Fund Raising Document stand amended to the extent stated in this Addendum cum Corrigendum. The information in this Addendum cum Corrigendum supplements the Draft Fund Raising Document and updates the information in the Draft Fund Raising Document, as applicable.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Draft Fund Raising Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Draft Fund Raising Document. The investors are advised to refer to the Draft Fund Raising Document for the full text of the 'Disclaimer Clause of NSE'.

#### REGISTRAR TO THE ISSUE

**Bigshare Services Pvt. Ltd.**  
**BIGSHARE SERVICES PRIVATE LIMITED**

S6-2, Pinnacle Business Park, Next to Ahura Centre,  
Mahakali Caves Road, Andheri East,  
Mumbai – 400093  
Maharashtra, India  
**Tel:** +91 22 6232 8200  
**Facsimile:** +91 22 6263 8299  
**Email:** [info@bigshareonline.com](mailto:info@bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Saurabh Gupta  
**SEBI Registration No.:** INR000001385  
**CIN:** U99999MH1994PTC076534

#### STATUTORY AUDITOR

M/s AKAR & Associates

B-6/25/1, Safdarjung Enclave,  
New Delhi – 110028, India  
**Email:** [mthapar@outlook.com](mailto:mthapar@outlook.com)  
**Website:-** [akarconsultantsindia.com](http://akarconsultantsindia.com)  
**Firm Registration No.:** 003753N  
**Website:-** [www.akarconsultants.com](http://www.akarconsultants.com)

**Issue opens on: \***

**Issue closes on: \***

\* The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Draft Fund-Raising Document except that the Issue may close on such earlier date or extended date as may be decided by the Board of Trustees of our Society, subject to relevant approvals, if any. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time). For further details, please refer to the "General Information" section on page 20 of this Draft Fund-Raising Document.

All capitalised terms used in this Addendum cum Corrigendum shall, unless specifically defined or unless the context otherwise requires, have the meaning ascribed to them in the Draft Fund Raising Document.

**Place:** Delhi

**Date:** 22.02.2024

**Routes 2 Roots** is proposing, subject to receipt of requisite approvals, market conditions and other considerations to undertake a public issue of Zero Coupon Zero Principal Instruments and has filed the Draft Fund Raising Document dated 16 February, 2024, with the Stock Exchanges, with the RoC. The Draft Fund Raising Document are available on the websites of the Stock Exchanges NSE at [www.nseindia.com](http://www.nseindia.com). Any potential investor should note that investment in ZCZP Instruments involves a high degree of risk and for details relating to such risk, see "Risk Factors" beginning on page 15 of the Draft Fund Raising Document.

## OBJECTS OF THE ISSUE

### Issue Proceeds

Our Society has filed this Draft Prospectus for a public issue of zero coupons, zero principal instruments of face value of ₹1/- each aggregating ₹ 1.00 crore. The details of the proceeds of the Issue are summarised below.

The Issue is being made pursuant to the provisions of the SEBI ICDR Regulations read with the SSE Framework Circular, NSE Norms, and the rules made thereunder, as applicable. Our Society proposes to utilise the proceeds raised through the Issue, after deducting the Issue-related expenses to the extent payable by our Society ("Net Proceeds") towards funding the objects listed under this section.

The details of the proceeds of the Issue are summarised below:

S. No.	Particular of the Issue	Estimated amount (in ₹ crore)
1.	Gross Proceeds of the Issue	up to 1.00
2.	Less: Issue related expenses*	-
3.	Net Proceeds*	1.00

\* To be finalised and updated and funded by NGO, prior to filing of the Prospectus with the RoS.

### Requirement of Funds and Utilization of Net Proceeds

The following table details the Objects of the Issue and the amount proposed to be financed from Net Proceeds:

S. No.	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	Implementation of the free digital teaching program on Art, Culture and Heritage in 100 schools in Himachal Pradesh and Uttarakhand by providing Smart Classroom Equipment, a Musical Instruments, Training to teachers, and maintenance.	100.00%

- 100% Net proceeds will be utilized for the object and the expenses of the issue shall be funded from the internal resources of the NGO. None of the issue proceeds will be used for Routes2Roots operating expenditure.
- Routes 2 Roots is experienced, and has installed, maintained equipment for smart classrooms, enabling digital learning of performing arts in thousands of schools all over the country, and have successfully managed the same since the 2016, until date.

The main objects clause of the Memorandum of Understanding of our Society permits our Society to undertake its existing activities and the activities for which the funds are being raised through the Issue.

### Purpose for which there is a requirement of funds, project details and target segment:

Each ZCZP instrument will fund the equipment, Musical instrument, outreach, and maintenance in four government schools in each of the 12 districts in Himachal Pradesh and 13 districts in Uttarakhand, totaling 100 schools, under Routes 2 Roots Digital Program. These two states have recently been affected by natural calamities, which have destroyed infrastructure and properties.

The equipment will help create a smart classroom in each school that students can use to learn subjects and act as hubs for nearby schools. Creating a smart classroom will enable the students to update themselves with technology in learning and shall have the ability to learn from e-books, K12 soft books online and offline. The students can learn in live, real-time interactive classes, which will enhance their learning skills. It will have an interactive panel and whiteboard for modern learning per international standards. The students will be able to learn on live real-time interactive classes, which will enhance their learning skills. The students will get connected with Art and culture with the support of technology and AI enabled tools with installation of Smart Panels and making smart Classrooms. This way the best classroom technology is being combined with the most renowned gurus and maestros.

Our target segment would be school students, College students, Teachers, Parents and siblings of students and Individuals desiring to learn Indian art forms, which are the cultural heritage of our country. With modern technology, it is essential to integrate technology with Art. Therefore, we have introduced these classes to the art classes. This will enable the integration of art and culture with technology and as per the New Education Policy. For further details, please refer to the “Our Business” section on page **Error! Bookmark not defined.** of this Draft Prospectus.

A smart Classroom environment is created in each school where the hardware and software are installed.

1. Interactive Smart board 65” with 1 terabyte SSD with Web cam.
2. Routes 2 Roots real-time interactive application/software for daily art and culture classes along with archival cultural classes.
3. K12 education software with e-books from KG to 12<sup>th</sup> Class



The equipment has been elaborated above and is installed at no cost to the school. Routes 2 Roots technical teams carry out maintenance of the hardware; software-related troubleshooting is carried out online, and all the teachers and principals are provided with the numbers of the technical team and online troubleshooting at the time of installation. In addition, our school coordinators are in constant touch with the teachers and principals through WhatsApp groups, e-mails and telephone.

Object and utility of the hardware and software:-

1. **Interactive Panel.** This device is an important all-inclusive tool for making a Smart Classroom. The blackboard is not required in the classroom; this acts as a whiteboard where teachers and students can write/draw as in a blackboard with the help of a stylus. This also enables the students to attend daily live, real-time interactive classes provided by Routes 2 Roots. This panel also has the entire course material (Textbook) from kindergarten to 12th class in e-book format. This device also has a Wi-Fi antenna and can be used online and offline.
2. **Software:** The software to enable live real-time interactive classrooms is pre-loaded in this panel to facilitate uninterrupted daily live classes provided by Routes 2 Roots. This will also enable students to access past (archival) classes and any other public service announcements like updates on curriculum, class schedule, etc.
3. **K12: “K12 education software with e-books from KG to 12th Class”**

The New Education Policy announced by the Ministry of Education, Government of India in year 2020 which is being implemented throughout the country and shall be fully implemented in all the states by 2024. In the New Education Policy Art & Culture has been integrated with the core Education and has been made a curriculum activity by changing STEM to STEAM. Therefore, the aim of our NGO to promote Art & Culture amongst the students of the country has been aligned with the Indian Education System. Central Board of Secondary Education (CBSE), NCERT and NIOS have all drawn up the Art & Culture curriculum and have made it a part of the Education System. Routes 2 Roots while installing the smart classrooms earlier used to provide Art & Culture application to the school but with the change the same has been integrated with the Education System. Therefore, Art & Culture is the focus area of our NGO and is aligned with our social cause of providing free of cost Education of Art & Culture to the under - privilege children with integration to education which has always been the aim and

now is more effective. E-books and software include content that educates students about various cultural festivals, traditions, and customs. This not only enriches their learning experience but also fosters respect for cultural celebrations. Students participate in virtual tours of museums, historical sites, or art galleries, fostering a deeper appreciation for cultural heritage and artistic achievements. Educational software with interactive features facilitate cultural exchange by connecting students from different regions or countries, there is an ongoing program of EK BHARAT SHRESHTHA BHARAT uniting the multicultural society as one country. Educational software supports multiple languages, allowing students to learn in their native language. Educational software includes modules for art education, allowing students to explore various forms of visual arts, music, dance, and drama. Virtual art studios or music composition tools within the software enable students to express themselves creatively.

We are not raising funds for K12 education, which is not part of our activities.

If you go through the fundraising details, we are only raising funds to equip the classrooms to interact with our daily art and culture classes. Our daily schedule of classes is also cultural only and not K12. Even if you go through our website and other social media content, we are only into art and culture. We are into K12 education and do not raise any funds for this purpose.

The Smart Panel manufacturer also deals in K12 content of e-books as per the NCERT Syllabus, and we were able to obtain(Negotiate) this content free of cost for the benefit of these schools, which otherwise deprive the students or would need to spend more funds for obtaining the same. The mention of K12 in the documents is for transparency only.

Routes 2 Roots has past experience of installation, maintenance and setting up of smart classrooms in thousands of schools across country since 2016. That is why in 2023, the Limca Book of Records recognized Routes2Roots as the largest provider of cultural education in India. We have set up these classrooms in all the Kendriya vidyalayas throughout the country, more than 1200, set up in Navodalyas across the country more than 200, in addition to hundreds of other schools throughout the country, the total number of beneficiary schools taking benefit of our free digital interactives classes each day exceeds 22000 schools. The list of the schools with details are available on our web site, [www.routes2roots.com](http://www.routes2roots.com). (under “Our Partners Schools” click on logo of our separate Partnering institutions to see the list of Routes 2 Roots benefited schools affiliated with that Institution).

Students can choose from Sixteen disciplines like Hindustani Classical Vocal, Tabla, Harmonium, Sitar, Flute, Carnatic Vocal, Carnatic Violin, Kathak, Bharatnatyam, Guitar, Keyboard, Theatre, Yoga, Art, Brain Development, Punjabi Literature, more disciplines can be an add-on as per school’s interest. Maestros who are highly awarded and are world-famous represent our board of advisors and have curated the curriculum of these disciplines. through real-time interactive classes as per schedule sent to all participating schools. According to a pre-determined curriculum, these classes are conducted daily from Monday to Saturday. Two all-India inter-school competitions are held where the students are awarded certificates and attractive prizes.

The above will be achieved through the Routes 2 Roots Hybrid model of education, which creates a virtual classroom with innovative smart board technology and rugged equipment to withstand the challenges of safekeeping and maintenance in schools. The program is intended to help the beneficiaries manage their stress levels and prepare for an inclusive society where they can choose and identify the areas of their interest. In addition to learning in school through the smart board, teachers of Routes 2 Roots conduct physical workshops in school for face-to-face learning. All required equipment is supplied, installed and trained by Routes 2 Roots. The schools do not have to purchase any equipment.

The qualitative outcome allows students to move into the areas according to their capabilities, aptitudes and interests. The outcome is measured regularly, and necessary counselling is

provided where required. This program has benefitted millions of students since its inception.

The project timeline will be twelve months. The installation of hardware and training will be completed within three to four months from the date of Allotment of the ZCZP Instruments. The impact assessment and outcome will be assessed at the end of twelve months.

### Funding Plan

We have been installing smart classrooms nationwide and have had the experience of installing and procuring the hardware at the most competitive prices. Therefore, the average cost of one lakh per school per school comprises the cost of equipment, transport up the hills, installation by our team, and training of teachers. This translates to one crore for 100 schools. These schools will be selected in collaboration with the Directorate of Education of each state Government keeping in view the most damaged and underprivileged schools.

There are 12 districts in Himachal Pradesh and 13 districts in Uttarakhand and 4 schools from each districts will benefit from this issue. We estimate an average of one thousand students in each school, so one lakh students will be the ultimate beneficiaries of this ZCZP issue of Rs. 1 crore.

Particular	Amount ( Rs)
65" Android 13, 4K IPS panel/8-128/1TB SSD with Camera and Mic. With all accessories With K12 license offline/online and Routes 2 Roots Application for daily live interactive classes with 3 year on-site warranty Wall mount stand & Installation and Training Total	74000 + 18% GST  87320
Transportation Cost (Freight & Insurance)	6000
Travel, Boarding and Lodging, Misc Expenses	7000
Musical Instruments, Training to teachers, and maintenance	#
<b>Total Cost Per School</b>	<b>100320</b>

# A. The cost of 65" Android 13, 4K IPS panel includes installation, training to teachers and on site maintenance for 3 years.

B. The NPO undertakes free distribution of musical instruments to the participating schools as a part of their regular activities.

C. Details of Quotation:-

Vendor Name – Smart School Education Private Limited, 76-C, Jhang Apartment, Sec-13, Rohini, Delhi – 110085,

Amount quoted – 74000+18% GST ( Total Cost – 87320/-)

Quotation date 15.01.2024

Validity of the quotation is 31.03.2024

**Musical Instruments:** - Routes 2 Roots, as an ongoing program, provides free-of-cost musical instruments like Harmonium, Tabla, Guitar, Keyboard, Flutes, and Ghungroo etc., as required by the participating schools. This is part of our ongoing program. The current fundraising does not include the cost of musical instruments, as these schools will be provided with musical instruments free of cost by the NPO. NPO receives a grant from the Ministry of Culture, Government of India, and every year for the promotion of art, culture, and heritage. Musical instruments will be distributed using the grant funds. Please refer page no. 61 for details of sources of Funding.

**Training to teachers:-** The nature of training is to make the teachers understand the usage of the smart panel and how they can access the cultural classes online and offline. It is provided by the technicians who go there for Installation. There is no payment of any sort made to anyone for training. Therefore, there is no cost included in training to the teachers in the fundraising document.

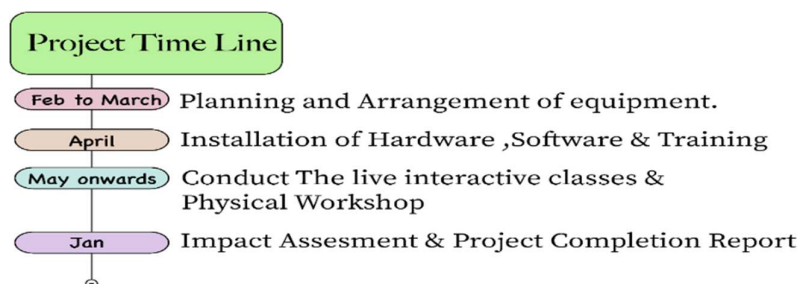
**Maintenance:-** 3 Years maintenance is the included in the cost of 65" Android 13, 4K IPS panel. Maintenance includes trouble shooting, complain readdressed, defective component replace and any hardware and software related issue. After three years, the maintenance will be carried out by the NPO.

### Social Impact of this Issue

Students in these disaster-affected states of India have gone through physical, mental, and emotional trauma. Once they participate in the digital learning program of Routes2Roots, they will learn about many different genres of Indian art and culture. This will allow them to develop the traits of empathy, tranquility and peacefulness, and thus reduce their anxiety, stress, and trauma, allowing them to better focus on all the other academic subjects and thus fully benefit from their attendance at least in these one hundred government schools.

### Schedule of implementation of the project and deployment of funds

The project timeline will be twelve months from the Deemed Date of Allotment. The equipment, outreach, and maintenance in four government schools in each of the 25 districts in Himachal Pradesh and Uttarakhand under the Routes 2 Roots Digital program will be completed in three to four months. The impact tracking will be completed at the end of twelve months from the Deemed Date of Allotment.



Routes 2 Roots will continue to provide free-of-cost daily art and culture classes to the schools after the project timeline completion.

### Monitoring of utilisation of funds

There is no requirement for the appointment of a monitoring agency in terms of the SEBI ICDR Regulations. However, our internal auditor and independent external auditor will audit the usage of the proceeds of the issue. The Governing body Members of our Society shall also monitor the utilisation of the proceeds of the Issue. Our Society shall submit to the Stock Exchanges a statement in respect of utilisation of the Net Proceeds, every quarter, containing (a) category-wise amount of monies raised, (b) category-wise amount of monies utilised, (c) balance amount remaining unutilised, until the utilisation of the Net Proceeds in accordance with this Draft Prospectus.

### Interim use of proceeds

Our Society confirms that the unutilised amounts from the Net Proceeds shall be kept in a separate bank account and shall not be co-mingled with other funds.

### Issue-related expenses break-up

The expenses for this Issue include inter alia, advisor fees, fees payable to the Registrar to the Issue, printing and distribution expenses, legal fees, advertisement expenses, listing fees, and any other related expenses.

Our Society will pay the Issue expenses and listing fees. The estimated breakdown of the total expenses for this Issue is as follows:

Particulars	Amount (in ₹ crore)	As percentage of Issue proceeds (in %)	As percentage of total expenses of the Issue (in %)
Fee payable to intermediaries (Registrar to the Issue, legal and other advisors, etc.)	[•]	[•]	[•]

Fees payable to the regulators including stock exchanges	[•]	[•]	[•]
Advertising and marketing, printing and stationery costs	[•]	[•]	[•]
Other miscellaneous expenses	[•]	[•]	[•]
Grand Total	[•]	[•]	[•]

*This is to be finalised and updated prior to filing of the Prospectus with the RoS. The expenses are indicative and are subject to change depending on the actual level of subscription to the issue, the number of allottees, market conditions, and other relevant factors.*

100% Net proceeds will be utilized for the object and the above expenses of the issue shall be funded from the internal resources of the NGO.

**Variation in terms of contract or objects in this Draft Prospectus**

Our Society shall not, at any time, vary the terms of the objects for which this Draft Prospectus is issued, except as may be prescribed under the applicable laws and specifically as per the Society Act. Further, in accordance with the SEBI Listing Regulations, in case of any material deviation in the use of proceeds as compared to the Objects of the Issue, the same shall be indicated in the format as specified by SEBI from time to time.

**Benefit/interest accruing to Founder/Members out of the object of the Issue.**

Neither the Founders nor the Members of the Society are interested in the Objects of the Issue and they shall not benefit monetarily in any way from this Issue.

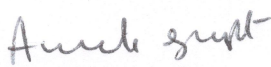
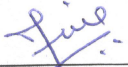


## DECLARATION

We, the members of Routes 2 Roots, hereby certify that all applicable legal requirements in connection with the Issue, including provisions of Chapter X A of ICDR Regulations and amendments to SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2022 ("ICDR Amendment Regulations") and SEBI Circular dated September 19, 2022 and subject to other applicable laws, if any, under the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder, each as amended, and the rules/ regulations/ guidelines/ circulars issued by the Government of India, the Securities and Exchange Board of India and other competent authorities in this respect, from time to time, have been duly complied with and that no statement made in this Draft/Final Fundraising document contravenes any, such requirements.

We further certify that all the disclosures and statements made in this Addendum are true, accurate, correct and complete in all material respects, are in conformity with the applicable provisions of the aforesaid statutes mentioned above, and do not omit disclosure of any material information that may make the statements made herein, in the light of circumstances in which they were made, misleading and that this Addendum does not contain any misstatements and whatever is stated in this Addendum is true, correct and complete and no information material to the subject matter of this Addendum has been suppressed or concealed and is as per the original records maintained by our Members/Societies under the Memorandum of Society.

Signed by the authorized signatory of our Society

 _____ Amita Gupta President	 _____ Teena Vachani General Secretary
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