



(Please Scan this QR Code to view RHP)

**S A TECH SOFTWARE INDIA LIMITED****CIN: U72900PN2012FLC145261**

REGISTERED OFFICE	CONTACT PERSON	EMAIL ID AND TELEPHONE	WEBSITE
Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411014, Maharashtra, India	Ms. Arnika Choudhary, Company Secretary and Compliance Officer	Email-id: <a href="mailto:cs@satincorp.com">cs@satincorp.com</a> Tel.: +91 9022909131	<a href="http://www.satincorp.com">www.satincorp.com</a>

**PROMOTERS OF OUR COMPANY:**  
**SA TECHNOLOGIES INC., USA, MR MANOJ JOSHI, MRS PRIYANKA JOSHI, M/S MINDPOOL TECHNOLOGIES LIMITED,  
 MR. RITESH SHARMA AND MRS. POONAM SHARMA**

**DETAILS OF THE ISSUE**

TYPE	FRESH ISSUE	OFS SIZE (BY NUMBER OF SHARES OR BY AMOUNT)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Upto 39,00,000 Equity Shares of face value of ₹ 10 each ("Equity Shares") aggregating up to ₹ [●] Lakhs ("Issue")	NIL	Upto ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended.

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

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "Basis for the Issue Price" beginning on page 93 of this Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 34 of this RHP.


**ISSUER'S ABSOLUTE RESPONSIBILITY**

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


**LISTING**

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the EMERGE platform of National Stock Exchange of India Limited ("NSE"). Our Company has received an 'In principle' approval letter dated July 02, 2024 from NSE for using its name in this offer document for listing our shares on the EMERGE Platform of the NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE. ("NSE").

**BOOK RUNNING LEAD MANAGER: GYR CAPITAL ADVISORS PRIVATE LIMITED**

NAME AND LOGO	CONTACT PERSON	E-MAIL ID AND TELEPHONE
 <b>GYR Capital Advisors Private Limited</b>	Mr. Mohit Baid	Telephone: +91 87775 64648 E-mail: <a href="mailto:info@gyrcapitaladvisors.com">info@gyrcapitaladvisors.com</a>

**REGISTRAR TO THE ISSUE: LINK INTIME INDIA PRIVATE LIMITED**

NAME AND LOGO	CONTACT PERSON	E-MAIL ID AND TELEPHONE
 <b>Bigshare Services Private Limited</b>	Mr. Sagar Pathare	Tel: +91 22 6263 8200 Fax: +91 22 6263 8299 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>

**ISSUE PROGRAMME**

ANCHOR INVESTOR BIDDING DATE	July 25, 2024*	BID/ ISSUE OPENS ON#	July 26, 2024	BID/ ISSUE CLOSES ON*	July 30, 2024**
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\* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date/ Issue period shall be one Working Day prior to the Bid/ Issue Opening Date.

\*\* 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.

# UPI mandate end time and date shall be at 5:00 p.m on the Bid/ Issue Closing Date.



## S A TECH SOFTWARE INDIA LIMITED

Our Company was originally incorporated as 'S A Tech Software India Private Limited' a private limited company under the Companies Act, 1956 at Pune, Maharashtra, pursuant to a certificate of incorporation dated November 01, 2012, issued by the Registrar of Companies, Maharashtra, Pune ("RoC"). Thereafter, name of our Company was changed from 'S A Tech Software India Private Limited' to 'S A Tech Software India Limited', consequent to conversion of our Company from private to public company, pursuant to a special resolution passed by the shareholders of our Company on October 16, 2023, and a fresh certificate of incorporation consequent to change of name was issued by the RoC on November 03, 2023. Our Company's Corporate Identity Number is U72900PN2012FLC145261. For details of change in Registered office of our Company, please refer to the chapter titled "*History and Certain Corporate Matters*" on page 131 of this Red Herring Prospectus.

**Registered Office:** Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411014, Maharashtra, India

**Tel:** +91 9022909131 **Website:** [www.satincorp.com](http://www.satincorp.com)

**Contact Person:** Ms. Arnika Choudhary, Company Secretary and Compliance Officer; **E-mail id:** [cs@satincorp.com](mailto:cs@satincorp.com)

**Corporate Identity Number:** U72900PN2012FLC145261

### OUR PROMOTERS: SA TECHNOLOGIES INC., USA, MR MANOJ JOSHI, MRS PRIYANKA JOSHI, M/S MINDPOOL TECHNOLOGIES LIMITED, MR. RITESH SHARMA AND MRS. POONAM SHARMA

**INITIAL PUBLIC OFFER OF UP TO 39,00,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH (THE "EQUITY SHARES") OF S A TECH SOFTWARE INDIA LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SECURITIES PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE"), AGGREGATING UP TO ₹ [●] LAKHS (THE "ISSUE") OF WHICH UP TO 2,84,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 36,16,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING UPTO ₹ [●] LAKHS IS HERINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.86% AND 27.69% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ENGLISH EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), HINDI EDITION OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND MARATHI EDITION OF KESARI, (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.**

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50 % of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. (the "Net QIB Portion"). Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders ("Non-Institutional Portion") and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders ("Retail Portion") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "*Issue Procedure*" beginning on page 223 of this Red Herring Prospectus. A copy of the Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Issue Price as determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "*Basis for Issue Price*" beginning on page 93 of this Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to the section "*Risk Factors*" beginning on page 34 of this Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE"). Our Company has received an 'In-principle' approval letter dated July 02, 2024 from NSE for using its name in this offer document for listing our shares on the EMERGE Platform of the NSE. For the purposes of the Issue, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 290 of this Red Herring Prospectus.

**BOOK RUNNING LEAD MANAGER**

**GYR Capital Advisors Private Limited**  
428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahmedabad-380 054, Gujarat, India.  
**Telephone:** +91 8777564648  
**E-mail Id:** [info@gyrcapitaladvisors.com](mailto:info@gyrcapitaladvisors.com)  
**Website:** [www.gyrcapitaladvisors.com](http://www.gyrcapitaladvisors.com)  
**Investor Grievance E-mail ID:** [investors@gyrcapitaladvisors.com](mailto:investors@gyrcapitaladvisors.com)  
**Contact Person:** Mohit Baid  
**SEBI Registration Number:** INM000012810  
**CIN:** U67200GJ2017PTC096908

**REGISTRAR TO THE ISSUE**

**Bigshare Services Private Limited**  
Office No. 56-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400 093, Maharashtra, India.  
**Tel:** +91 22 6263 8200 **Fax:** +91 22 6263 8299  
**Email:** [jpo@bigshareonline.com](mailto:jpo@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Contact Person:** Sagar Pathare  
**SEBI Registration Number:** INR000001385  
**CIN:** U99999MH1994PTC076534

**ISSUE PROGRAMME**

**ANCHOR INVESTOR BID/ ISSUE PERIOD\*:**  
**JULY 25, 2024**

**BID/ ISSUE OPENS ON#: JULY 26, 2024**

**BID/ ISSUE CLOSES ON\*: JULY 30, 2024\*\***

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

\*\* Our Company 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.

# UPI mandate end time and date shall be at 5:00 p.m on the Bid/ Issue Closing Date.

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*Pursuant to Schedule VI of SEBI (ICDR) Regulations, 2018*

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## SECTION I- GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This 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, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines 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 Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, Issue related terms used but not defined in this Red Herring Prospectus and Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.*

*Notwithstanding the foregoing, the terms used in the sections “Industry Overview”, “Key Regulations and Policies”, “Statement of Special Tax Benefits”, “Financial Information”, “Basis for Issue Price”, “Outstanding Litigation and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” beginning on pages 101, 124, 100, 161, 93, 186 and 257 respectively, of this RHP shall have the meaning ascribed to them in the relevant section.*

#### GENERAL TERMS

Term	Description
“SAT”, “Our Company”, “the Company”, “the Issuer”, “S A Tech” and “S A Tech Software India Limited”	S A Tech Software India Limited ( <i>formerly known as S A Tech Software India Private Limited</i> ), a public limited company incorporated in India under the Companies Act, 1956 having its Registered Office at, Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411014, Maharashtra, 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 of Association / Articles	The Articles of Association of or Company, as amended, from time to time
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management – Committees of our Board of Directors – Audit Committee</i> ” on Page 141 of this RHP.
Peer Reviewed Auditor	M/s Katariya & Munot, Chartered Accountants (FRN: 128438W) having their office at 105-106, B-III, Lloyds Chambers Mangalwar Peth, Maldhakka Chowk, Pune-411011
Bankers to our Company	The Federal Bank Ltd
Board of Directors/ the Board/ our Board	Board of directors of our Company, as described in section “ <i>Our Management</i> ”, beginning on page 135 of this RHP.
Chief Financial Officer/CFO	Chief financial officer of our Company, Mr. Bhavin Ghoda. For details, see “ <i>Our Management</i> ” on page 145 of this RHP.
Chief Executive Officer/ CEO	Chief Executive Officer of our Company, Mr. Manoj Joshi. For details, see “ <i>Our Management</i> ” on page 137 of this RHP.
Company Secretary	Company Secretary and Compliance Officer of our Company being, Ms. Arnika

and Compliance Officer	Choudhary. For details, see “ <i>Our Management</i> ” beginning on page 145 of this RHP
Companies Act	The Companies Act, 1956/2013 as amended from time to time
CIN	Corporate Identification Number of our company i.e., U72900PN2012FLC145261
Director(s)	Directors on our Board as described in “ <i>Our Management</i> ”, beginning on page 135 of this RHP.
DIN	Director Identification Number
Equity Shares	The equity shares of our Company of face value of ₹ 10/- each.
Executive Directors	Executive Directors of our Company as appointed from time to time
Independent Directors	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see “ <i>Our Management</i> ” beginning on page 137 of this RHP.
ISIN	International Securities Identification Number. In this case being INE0BSN01013.
KMP/Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 as applicable and as further disclosed in “ <i>Our Management</i> ” on page 145 of this RHP.
Materiality Policy	The policy adopted by our Board of Directors on November 09, 2023 for identification of material: (a) outstanding litigation proceedings; (b) Group Companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Red Herring Prospectus, Red Herring Prospectus.
MoA/ Memorandum of Association	The Memorandum of Association of our Company, as amended, from time to time
Nomination and Remuneration Committee	Nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee</i> ” on page 142 of this RHP
Non-Executive Director(s)	Non-executive directors on our Board, as described in “ <i>Our Management</i> ”, beginning on page 137 of this RHP
Promoter	The promoters of our Company, being SA Technologies Inc., USA, Mr Manoj Joshi, Mrs. Priyanka Joshi, M/s. Mindpool Technologies Limited, Mr. Ritesh Sharma And Mrs. Poonam Sharma. For details, see “ <i>Our Promoter and Promoter Group</i> ” on page 148 of this RHP.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Promoter and Promoter Group</i> ” on page 148 of this RHP.
Registered Office	Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411014, Maharashtra, India
Restated Financial Statements/ Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the three months period ended June 30, 2024 and year ended on March 31, 2024, 2023 and 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI, as amended from time to time
RoC/Registrar of Companies	The Registrar of Companies, PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune-411044, Maharashtra.
Shareholder(s)	Shareholders of our Company, from time to time
Senior Managerial Personnel	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in “ <i>Our Management – Senior Management Personnel of our Company</i> ” on page 145 of this Red Herring Prospectus.
Stakeholders Relationship Committee	Stakeholders’ relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management</i> ”, beginning on page 143 of this RHP
Statutory Auditor	M/s Katariya & Munot, Chartered Accountants (FRN: 128438W) having their office at 105-106, B-III, Lloyds Chambers Mangalwar Peth, Maldhakka Chowk, Pune-411011

## ISSUE RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to an Applicant as proof of registration of the Application Form
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf. Abridged Prospectus is to be issued under SEBI ICDR Regulations and appended to the Application Forms.
Allot/ Allotment/ Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue to the successful Applicants.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Applicant(s)/Investor	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant.
Application Form	The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
Allottee	A successful Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application and authorising an SCSB to block the Bid Amount in the specified bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
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 Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Red Herring Prospectus and the Application Form including through UPI mode (as applicable).
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Applicant and which will be considered as the application for Allotment in terms of the Prospectus
Banker(s) to the Issue and Refund Banker	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 HDFC Bank Limited.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Applicants under the Issue, as described in “ <b>Issue Procedure</b> ” beginning on page 223 of this RHP.
Bid	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA 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 Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of 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 Red Herring Prospectus
Bidding Centers	The centers at which the Designated Intermediaries shall accept the ASBA Forms to a Registered Broker, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Running Lead Manager/ BRLM	The Book Running Lead Manager to the Issue, being GYR Capital Advisors Pvt Ltd



<b>Term</b>	<b>Description</b>
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted
Client ID	The client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI.
Circular on Streamlining of Public Issues/ UPI Circular	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Issue with the BRLM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	Details of the Applicants including their address, name of the father/husband, investor status, occupation and bank account details and UPI ID, where applicable
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue
Designated	In relation to ASBA Forms submitted by RIBs authorising an SCSB to block the Bid

<b>Term</b>	<b>Description</b>
Intermediaries/ Collecting agent	Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. 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 Bidders 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 RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”)
DP ID	Depository Participant’s Identity Number
Designated Market Maker	Giriraj Stock Broking Private Limited 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.
Draft Red Herring Prospectus/DRHP	This Draft Red Herring Prospectus dated January 10, 2024 issued in accordance with Section 26 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow and Sponsor Bank Agreement	Agreement dated June 17, 2024 entered into amongst our Company, the Registrar to the Issue, the Book Running Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Escrow Account(s)	Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being HDFC Bank Limited.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable
Emerge Platform of National Stock Exchange of India Limited	The EmERGE Platform of National Stock Exchange of India Limited for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as a National Stock Exchange of India Limited EmERGE on October 14, 2011.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the

Term	Description
	beneficiary account held in joint names
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
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 Offer Price will be finalized 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
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under 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.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fresh Issue	The Fresh Issue of upto 39,00,000 Equity Shares aggregating up to ₹ [●] Lakhs
General Information Document	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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 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.
Gross Proceeds	The Offer Proceeds
IPO/ Offer/ Offer Size/ Public Offer	Initial Public Offering
Issue Agreement	The agreement dated December 11, 2023 amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Book Running Lead Manager under the Red Herring Prospectus and the Prospectus being ₹ [●] per share.
Issue Proceeds	The proceeds of the Issue shall be available to our Company. For further information about the use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 82 of this RHP
Issue Opening	The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 26, 2024.
Issue Closing	The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a 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 July 30, 2024.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Maker of the Company, in this case being Giriraj Stock Broking Private Limited.
Market Maker Reservation Portion	The Reserved portion of upto 2,84,000 Equity shares of ₹ 10 each at an Issue Price of ₹ [●] aggregating to ₹ [●] for Designated Market Maker in the Public Issue of our Company
Market Making Agreement	The Agreement among the Market Maker, the Book Running Lead Manager and our Company dated June 17, 2024.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int</a>

Term	Description
	<a href="#">mld=43</a> 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	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of upto 36,16,000 equity Shares of face value of ₹ 10 each fully paid for cash at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●]
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Issue. For further information about use of the Issue Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” on page 82 of this RHP.
Non-Institutional Investors/ Non-Institutional Bidders/ NIB’s	All Applicants that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer consisting of upto 5,44,000 Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price or through such other method of allocation as may be introduced under applicable law
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer document	Includes Draft Red Herring Prospectus/ Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.
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.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Issue opening and closing dates, the size of the Issue and certain other information.
Public Issue Account(s)	Account to be opened with Banker to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Bank	The bank(s) which is a clearing member and registered with SEBI as a banker to an issue with which the Public Issue Account(s) is opened for collection of Application Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being HDFC Bank Limited.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. 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 / Offer Opening Date.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
Qualified Institutional Buyers/ QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Category/ QIB Portio	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of upto 18,06,000 Equity Shares aggregating to ₹ [●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the

<b>Term</b>	<b>Description</b>
	BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
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.
Registered Brokers	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.
Red Herring Prospectus / RHP	The Red Herring Prospectus dated July 20, 2024 to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.
Registrar Agreement	The agreement dated December 11, 2023 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/ Registrar	Bigshare Services Private Limited
Retail Individual Investor(s)/ RII(s)	Individual Applicants, who have applied for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs)
Retail Portions	Portion of the Offer being not less than 35% of the Net Offer consisting of upto 12,66,000 Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Applications during the Issue Period and withdraw their Applications until Issue Closing Date
Refund Bank(s) /Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being HDFC Bank Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Refund Account	Account to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Reservation Portion	The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
Self-Certified Syndicate Bank(s) or SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , or at such other website as may be prescribed by SEBI from time to time. 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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=34</a> , 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

Term	Description
	<p>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 (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>) 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 (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>) as updated from time to time.</p> <p>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 (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>) and (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a>) 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</p>
Specified Locations	Bidding centers where the Syndicate shall accept ASBA Forms from Applicants, a list of which will be included in the Application Form
Sponsor Bank	The Banker to the Issue registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the RIBs using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being HDFC Bank Limited.
Stock Exchange	National Stock Exchange of India Limited, Emerge Platform
Systemically Important Non-Banking Financial Companies	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
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, The BRLM shall act as the underwriter to the Issue in this case being GYR Capital Advisors Pvt Ltd.
Underwriting Agreement	The agreement dated June 17, 2024 among the Underwriter and our Company to be entered prior to filing of the Prospectus with RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	<p>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.</p> <p>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</p>

<b>Term</b>	<b>Description</b>
	website of the stock exchange as eligible for such activity)
UPI Circular	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/ dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, 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 with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI 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	The Bidding mechanism that may be used by UPI Bidders to make ASBA Bids in the Issue in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or a Fraudulent Borrower	A person or an issuer who or which is categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018, as amended
Working Days	All days on which commercial banks in Mumbai, India are open for business, provided however, with reference to (a) announcement of the Issue Price; and (b) Issue Period, Term Description. The term “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI

## CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS

<b>Term</b>	<b>Description</b>
₹ or Rs. or Rupees or INR	Indian Rupees
A/c	Account
AGM	Annual general meeting
AIFs	Alternative investment funds as defined in and registered under the SEBI AIF Regulations
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
Air Act	Air (Prevention and Control of Pollution) Act, 1981, as amended
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve month period ending

<b>Term</b>	<b>Description</b>
	December 31
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Competition Act	Competition Act, 2002, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
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
CRAR	Capital to Risk Asset Ratio
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996.
Depository or Depositories	NSDL and CDSL both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary general meeting
EMERGE	The SME platform of National Stock Exchange of India Limited
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
EUR/ €	Euro
ESI Act	Employees’ State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise



<b>Term</b>	<b>Description</b>
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
FVCI	Foreign Venture Capital Investors as defined under SEBI FVCI Regulations
FY	Financial Year
FPI(s)	Foreign Portfolio Investor, as defined under the FPI Regulations
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
FIPB	The erstwhile Foreign Investment Promotion Board
NABH	National Accreditation Board for Hospitals & Healthcare Providers
FVCI	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GDP	Gross domestic product
GoI or Government or Central Government	Government of India
GST	Goods and services tax
Hazardous Waste Rules	Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
HR	Human resource
HUF	Hindu undivided family
I.T. Act	The Income Tax Act, 1961, as amended
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
Ind AS or Indian Accounting Standards	The Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Ind AS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
IGAAP or Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR	Indian National Rupee
IPR	Intellectual property rights
IRR	Internal rate of return
IPO	Initial public offer
IRDAI	Insurance Regulatory Development Authority of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information technology
India	Republic of India
KPI	Key Performance Indicators
Listing Agreement	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges
LIBOR	London Inter-Bank Offer Rate
MCA	Ministry of Corporate Affairs, Government of India
Mn/ mn	Million
MSME	Micro, Small, and Medium Enterprises
Mutual Fund(s)	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not applicable
NACH	National Automated Clearing House

<b>Term</b>	<b>Description</b>
NAV	Net asset value
NCDs	Non-Convertible Debentures
NBFC	Non-Banking Financial Company
NEFT	National electronic fund transfer
NFE	Net foreign exchange
NGT	The National Green Tribunal
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit after tax
PIO	Person of India Origin
R&D	Research and development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulations	Regulations under the Securities Act
RTI	Right to Information, in terms of the Right to Information Act, 2005
RONW	Return on net worth
Rs./ Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

<b>Term</b>	<b>Description</b>
Bankers Regulations	
SEBI Mutual Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
State Government	Government of a State of India
STT	Securities Transaction Tax
SICA	The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
TDS	Tax deducted at source
US GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
USD / US\$	United States Dollars
UT	Union Territory
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
w.e.f.	With effect from
Willful Defaulter or Fraudulent Borrower	Willful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WTD	Whole Time Director as defined in Companies Act, 2013
Year/Calendar Year	Unless context otherwise requires, shall refer to the 12 month period ending Dec 31

## KEY PERFORMANCE INDICATORS

<b>Key Financial Performance</b>	<b>Explanations</b>
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business. Revenue from operation means revenue from sale of services.
EBITDA	EBITDA provides information regarding the operational efficiency of the business. EBITDA is calculated as Restated profit / loss for the period plus tax expense plus depreciation and amortization plus finance costs and any exceptional items.
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business. EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
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. PAT Margin is calculated as PAT for the period/year divided by revenue from operations
Restated profit for the year / period margin	Restated profit for the year / period Margin is the ratio of Restated profit for the year / period to the total revenue of the Company. It provides

	information regarding the profitability of the business of our Company as well as to compare against the historical performance of our business.
Return on Average Equity (“RoAE”)	RoAE is indicative of the profit generation by our Company against the equity contribution. RoAE refers to Restated profit for the year / period divided by Average Equity for the period. Average Equity is calculated as average of the total equity at the beginning and ending of the period.
Return on Capital Employed (“RoCE”)	RoCE is indicative of the profit generation by our Company against the capital employed. RoCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed by the Company for the period.

## TECHNICAL/ INDUSTRY RELATED TERMS

Terms	Description
CAGR	Compound Annual Growth Rate
CPI	Consumer Price Index
CY	Current Year
FPI	Foreign Portfolio Investment
FDI	Foreign Direct Investment
GFCF	Gross Fixed Capital Formation
GNI	Gross National Income
GVA	Gross Value Added
GDP	Gross Domestic Product
IMF	International Monetary Fund
IIT	Indian Institute of Technology
LOI	Letter of Intent
MBA	Master of Business Administration
PMS	Performance Management System
P&L	Profit and Loss
PGDM	Post Graduate Diploma in Management
R&D	Research and Development
RFP	Request for Proposal
RFQ	Request for Quote
RPO	Recruitment Process Outsourcing
SOP	Standard Operating Procedures
U.S.A	United States of America
US \$	United States Dollar

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Special Tax Benefits*”, “*Industry Overview*”, “*Key Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Issue Procedure*” on pages 257, 100, 101, 124, 161, 186 and 223 respectively of this Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY & MARKET DATA AND CURRENCY OF PRESENTATION

### **Certain Conventions**

All references to “India” contained in this Red Herring Prospectus 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 Government of India, central or state, as applicable. Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year.

### **Use of Financial Data**

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on page 161 of this Red Herring Prospectus

Our Company’s financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Statements of our Company for the period ended June 30, 2024 and Financial Years ended March 2024, 2023 and 2022 which comprise restated summary statement of assets and liabilities, the restated summary statement of profit and loss, the restated summary statement of cash flow and restated summary statement of changes in equity together with the annexures and notes thereto and the examination report thereon, as compiled from the Indian GAAP financial statements for respective period/year and in accordance with the requirements provided under the provisions of the Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this 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*” on pages 34, 110 and 170 respectively, of this Red Herring Prospectus, and elsewhere in this Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with Indian GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this 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 the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on pages 34 and 110 respectively, this Red Herring Prospectus.

## Currency and Units of Presentation

All references to:

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

Our Company has presented all numerical information in its Red Herring Prospectus in “Lakhs” units or in whole numbers where the numbers have been too small to represent in lacs. One Lakh represents 1,00,000 and one million represents 10,00,000.

## Exchange rates

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

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

Currency	Exchange Rate as on			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.45	83.32	82.22	75.81

Source: [www.fbil.org.in](http://www.fbil.org.in) Note: Exchange rate is rounded off to two decimal places

## Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been obtained and derived from data provided by management of the company, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI ICDR Regulations, “*Basis for Issue Price*” on page 93 of this Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 34 of this Red Herring Prospectus.

## **FORWARD LOOKING STATEMENTS**

This Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

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

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate 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 which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- General economic and business conditions in the markets in which we operate and in the local, regional and national & international economies;
- Any change in government policies resulting in increase in taxes payable by us;
- Our ability to retain our Key management persons and to attract and retain qualified personnel;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to respond to technological changes;
- Changes in laws and regulations that apply to the industries in which we operate
- Potential mergers, acquisitions restructurings and increased competition;
- Inability to successfully obtain registrations in a timely manner or at all;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Our ability to meet our capital expenditure requirements;
- General social and political conditions in India which have an impact on our business activities or investments;
- Occurrence of Environmental Problems & Uninsured Losses;
- Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
- Any failure to raise additional financing for our Company could have an adverse effect on our business, results of operations, financial condition and cash flows.
- The performance of the financial markets in India and globally;
- Global distress due to pandemic, war or by any other reason.
- Unsecured loan taken by our Company from our Promoters and directors can be recalled at any time.
- Inability to collect receivables and default in payment from our dealers or customers could result in reduced profits and affect our cash flows.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see section “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on pages 34, 110 and 170 respectively, of this Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflects current views as of the date of this 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 Promoter, the Syndicate 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, the Promoter and the Book Running Lead Manager 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 Issue.



## SECTION II - SUMMARY OF THE ISSUE DOCUMENT

*The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this RHP 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 RHP, including the sections titled “Risk Factors”, “Terms of the Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Restated Financial Statements”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure” on pages 34, 210, 68, 82, 101, 110, 148, 161, 186 and 223 respectively of this RHP.*

### 1. Summary of the Industry in which the Company operates :

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. Real GDP at constant prices (2011-12) in the first quarter of 2023–24 is estimated at Rs. 40.37 trillion (US\$ 484.94 billion), showing a growth of 7.8% as compared to the first quarter of 2022-23 estimated at Rs. 37.44 trillion (US\$ 449.74 billion). Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023.

In 2023-24 (April-September), India’s service exports stood at US\$ 164.89 billion. Furthermore, India’s overall exports (services and merchandise) in 2023-24 (April-September) were estimated at US\$ 376.29 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing.

(Source: <https://www.ibef.org/economy/economic-survey-2022-23>, <https://www.ibef.org/economy/indian-economyoverview>)

For further details, please refer chapter titled “**Industry Overview**” on page 101 of this RHP.

### 2. Summary of the primary business of our Company :

We, S A Tech Software India Limited (“**SAT**”) centered in Pune and Bengaluru, is an IT consulting Company promoted by our diligent promoters who have more than two decades of experience in Information Technology. Our Company has experience of catering to global as well as domestic customers since more than a decade through our promoter and holding Company SA Technologies Inc., USA. We service to a diverse portfolio of clients ranging from small to enterprise ones, offering products and digital solutions. With the benefit of global presence, we bring together diverse teams from different parts of the world with multiple skills to collaborate in real time and solve complex technological problems for our clients.

In a world that is becoming increasingly complex, with shortening product innovation timelines and rapid technological change, we believe that our globally distributed onshore-offshore service delivery capability helps us to suitably address our clients’ requirements. We leverage our deep Information Technology knowledge to deliver value-added services to our clients in support of their digital transformation initiatives including application development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning, IoT solutions, data science and analytics.

For further details, please refer to “**Our Business**” on page 110 of this RHP.

### 3. Names of the Promoters

Promoters of our company are M/s SA Technologies Inc., USA, Mr Manoj Joshi, Mrs Priyanka Joshi, M/s Mindpool Technologies Limited, Mr. Ritesh Sharma and Mrs. Poonam Sharma. For further details, please refer to the chapter titled “**Our Promoter and Promoter Group**” beginning on page 148 of this RHP.

#### 4. Details of the Issue :

Initial Public Issue of up to 39,00,000 Equity Shares of face value of ₹ 10/- each of the company for cash at a price of ₹ [●]/- per Equity Share (including a share premium of ₹ [●]/- per Equity Share) aggregating upto ₹ [●] lakhs (“**The Issue**”), out of which upto 2,84,000 Equity Shares of face value of ₹ 10/- each aggregating to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e. Issue of upto 36,16,000 Equity Shares of face value of ₹ 10/- each, at an issue price of ₹ [●]/- per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Issue**”. The Public Issue and Net Issue will constitute 29.87% and 27.69% respectively of the post- issue paid-up Equity Share capital of our Company.

For further details, refer chapter “*The Issue*” and “*Other Regulatory and Statutory Disclosures*” beginning on page 52 and 195 respectively of this RHP.

#### 5. Objects of the Issue

The details of the Issue Proceeds and Net Proceeds are as follows:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds of the Issue*	[●]
Less: Issue Related Expense	[●]
Net Proceeds of the Issue	[●]

\* To be finalised upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the ROC.

#### 6. Utilization of Net Issue Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Amount
1.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our company	Upto 917.73
2.	Funding the working capital requirements of our company; and	Upto 1080.00
3.	General Corporate Purposes*	[●]
<b>Total</b>		[●]

\*To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

For further details, please see “*Objects of the Issue*” beginning on page 82 of this Red Herring Prospectus.

#### 7. Aggregate Pre-Issue Shareholding of our Promoters and Promoter Group :

Our Promoters along with Promoter Group collectively holds 90,67,968 Equity Shares of our company aggregating to 99.02% of the Pre-Issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters, as on the date of this Red Herring Prospectus:

S. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
<b>(A) Promoters</b>					
1.	SA Technologies Inc., USA	71,68,476	78.28	71,68,476	[●]
2.	Mindpool Technologies Limited	17,67,150	19.30	17,67,150	[●]
3.	Ritesh Sharma	42,021	0.46	42,021	[●]
4.	Poonam Sharma	21	Negligible	21	[●]
	<b>Total (A)</b>	<b>89,77,668</b>	<b>98.03</b>	<b>89,77,668</b>	<b>[●]</b>
<b>(B) Promoter Group</b>					
5.	Opal Force Software India Limited	90,300	0.99	90,300	[●]
	<b>Total (B)</b>	<b>90,300</b>	<b>0.99</b>	<b>90,300</b>	<b>[●]</b>

S. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
<b>(C) Public</b>					
6.	Bhavin Goda	21,021	0.23	21,021	[●]
7.	Amit Singh Bhadouria	21,021	0.23	21,021	[●]
8.	Kuldeep Choubey	21	Negligible	21	[●]
9.	Rohit Balkrishna Kalamkar	6,300	0.07	6,300	[●]
10.	Harsh Vardhan Dadoo	5,250	0.06	5,250	[●]
11.	Vatsala Swamy S	5,250	0.06	5,250	[●]
12.	Sanskar Prabhakar	4,200	0.05	4,200	[●]
13.	Chandresh Jayantkumar Bavishi	3,150	0.03	3,150	[●]
14.	Uday Pramod Surpuriya	3,150	0.03	3,150	[●]
15.	Vinay Kumar Pathak	3,150	0.03	3,150	[●]
16.	Sonal Sinha	3,150	0.03	3,150	[●]
17.	Jitendra Pawar	3,150	0.03	3,150	[●]
18.	Vishal Uttam Gavate	3,150	0.03	3,150	[●]
19.	Ashish Bipinchandra Dani	2,625	0.03	2,625	[●]
20.	Rishabh Priyadarshi	2,100	0.02	2,100	[●]
21.	Pooja Sandeep Thorave	1,575	0.02	1,575	[●]
22.	Vasudha Vishal Kanade	1,050	0.01	1,050	[●]
	<b>Total (C)</b>	<b>89,313</b>	<b>0.98</b>	<b>89,313</b>	[●]
<b>Total</b>		<b>91,57,281</b>	<b>100.00</b>	<b>91,57,281</b>	[●]

Note: Mr. Manoj Joshi and Mrs. Priyanka Joshi are promoters of the company with NIL shareholding. Satincorp Technologies Inc. Canada and Opal Force Inc., USA are part of the Promoter Group with NIL Shareholding.

For further details, please refer chapter titled “*Capital Structure*” beginning on page 68 of this RHP.

## 8. Summary of Financial Information :

A summary of the financial information of our Company as derived from the Restated Financial Statements for the three months period ended June 30, 2024 and financial years ended on March 31, 2024, 2023 and 2022 are as follows:

(in ₹ Lakhs, except per share data)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	915.73	915.73	42.98	42.98
Net Worth <sup>(1)</sup>	1,414.43	1,166.35	772.48	663.89
Revenue from Operations	2,388.87	7,188.22	5,639.31	4,106.11
Restated profit for the year	248.07	368.86	108.59	(548.25)
Restated Basic Earnings per Share <sup>(2)</sup>	2.71	4.06	1.20	(6.07)
Restated Diluted Earnings per Share <sup>(3)</sup>	2.71	4.06	1.20	(6.07)
Restated Net Asset Value per Share <sup>(4)</sup>	15.45	12.74	179.73	154.46
Total Borrowings <sup>(5)</sup>	2105.22	1288.12	1,459.18	1,959.34

1. “Net Worth is calculated as the sum of equity share capital and other equity attributable to owners of the Company;
2. Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period
3. Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year/ period.
4. Net Asset Value per share = Net worth attributable to the owners of the company divided by the numbers of shares outstanding as at year end.
5. Total borrowings is the sum of Short term borrowings and Long term borrowings.

For further details, please see “*Restated Financial Statements*” on page 161 of this RHP.

## 9. Auditor Qualifications which have not been given effect to in the Restated Financial Statements

The Restated Financial Information do not contain any qualifications by the Statutory Auditors. For further details, refer “*Restated Financial Statements*” on page 161 of this RHP.

## 10. Summary of Outstanding Litigations :

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

(₹ in Lakhs)

Nature of Cases	Number of Cases	Total Amount Involved (in Rs. Lakhs)
<b>Proceedings against our Company</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	13	574.60
<b>Proceedings by our Company</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Director</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	2	Not ascertainable
<b>Proceedings by our Director</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Promoter</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	Nil	Nil
<b>Proceedings by our Promoter</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	12	8.11
<b>Proceedings by our Group Companies</b>		
Criminal	Nil	Nil
Civil	Nil	Nil

*\*To the extent quantifiable*

For further details, please refer chapter “*Outstanding Litigation and Material Developments*” beginning on page 186 of this RHP.

## 11. Risk Factors

For details on the risks involved in our business, please refer the chapter titled “*Risk Factors*”, beginning on page 34 of this RHP, to have an informed view before making an investment decision.

## 12. Summary of Contingent Liabilities and Commitments :

The details of our contingent liabilities as disclosed in the Restated Financial Statement are set forth in the table below:

(₹ in Lakhs)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
I. Contingent Liabilities		-	-	-
(a) claims against the company not acknowledged as debt;				
(b) guarantees excluding financial guarantees; and		-	-	-
(c) other money for which the company is contingently liable.	452.80	452.80	-	-
II. Commitments-		-	-	-
(a) estimated amount of contracts remaining to be executed on capital account and not provided for		-	-	-
(b) uncalled liability on shares and other investments partly paid		-	-	-

For further details, please refer chapter titled “*Restated Financial Statements*”, beginning on page 161 of this RHP.

## 13. Summary of Related Party Transactions :

Name of Related Party	Nature of Relationship	Nature of Transaction	Amt of transaction during the period ended June 30, 2024	Amt outstanding as on June 30, 2024 (Payable) / Receivable	Amt of transaction during the year ended March 31, 2024	Amt outstanding as on March 31, 2024 (Payable) / Receivable	Amt of transaction during the year ended March 31, 2023	Amt outstanding as on March 31, 2023 (Payable) / Receivable	Amt of transaction during the year ended March 31, 2022	Amt outstanding as on March 31, 2022 (Payable) / Receivable	
Bhavin Goda	Director	Remuneration	5.91	(1.97)	23.65	(1.97)	18.17	(1.94)	12.67	(1.34)	
		Loan Taken	-	(2.80)	-	(2.80)	-	(2.80)	-	(2.80)	
		Loan Repaid	-	-	-	-	-	-	-	-	-
		Reimbursement of expenses	-	-	-	-	3.55	-	3.72	-	-
Bhavika Goda	Relative of Director	Remuneration	5.91	(1.97)	19.71	-	(13.48)	(1.94)	5.54	(0.60)	
		Rent	-	-	-	-	-	-	-	-	-

Ritesh Sharma (Till 1st November 2021)	Director	Remunera tion	-	-	-	-	-	-	4.17	-
Poonam Sharma (Till 1st November 2021)	Director	Remunera tion	-	-	-	-	-	-	3.37	-
S A Technologies Inc. (Till 27th October 2021)	Holding Company	Sales Services Export	-	-	-	-	493.03	29.18	387.46	258.89
S A Technologies Inc. (w.e.f. 27th October 2021)	Associate Company	Sales services export	150.06	631.96	707.4 2	481.90	-	-	-	-
Mindpool Technologies Limited (Till 27th October 2021)	Holding Company	Sale of Services (Incl GST)	-	-	-	-	-	-	77.41	-
		Rent Income (Incl GST)	-	-	-	-	-	-	-	-
		Interest expenses	-	-	-	-	-	-	2.00	(270.02)
		Loan Taken	-	-	-	-	-	-	234.57	
		Loan repaid	-	-	-	-	-	-	1.54	
Mindpool Technologies Limited (w.e.f. 27th October 2021)	Associate Company	Sale of Services (Incl GST)	-	-	259.6 0	-	338.66	-	13.57	-
		Rent Income (Incl GST)	3.54	-	14.16	-	-	-	-	-
		Interest expenses	-	-	10.89	-	22.38	-	11.07	(272.70)
		Loan Taken	-	(270.03)	-	(270.03)	-	(275.25)	17.00	
		Loan repaid	-	-	16.11	-	19.83	-	25.39	
		Sales	-	-	-	-	-	-	-	-
Opalforce Software India Limited	Associate Company	Loan Taken	-	-	-	-	30.00	-	41.70	-
		Loan repaid	-	-	-	-	71.70	-	-	-

For further details, please refer “*Annex XXXV: Details of Related Party Transaction*” from the chapter titled “*Restated Financial Statements*”, beginning on page F29 of this RHP.

#### 14. Financing Arrangements :

There have been no financing arrangements whereby our promoters, members of our promoter group, our directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

**15. Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Red Herring Prospectus :**

The weighted average price at which the Equity Shares were acquired by the Promoters in one year preceding the date of this Red Herring Prospectus is as follows:

Name of Promoter	Number of Equity Shares acquired in one year preceding the date of this Red Herring Prospectus <sup>^</sup>	Weighted average price per Equity Share (in ₹) *
S A Technologies Inc., USA	68,45,734	0.60
Mr. Manoj Joshi	NIL	0.00
Mrs. Priyanka Joshi	NIL	0.00
Mindpool Technologies Limited	16,83,000	NIL
Ritesh Sharma	42020	19.04
Poonam Sharma	20	NIL

\*As certified by M/s Katariya & Munot., Chartered Accountants pursuant to their certificate dated July 19, 2024

<sup>^</sup> Allotment pursuant to Bonus Issuance of Equity Shares

For further details, please see “*Capital Structure*” beginning on page 68 of this RHP.

**Details of price at which the Equity Shares were acquired by our Promoters in three years preceding the date of this Red Herring Prospectus**

The details of price at which the Equity Shares were acquired by our Promoter in three years preceding the date of this Red Herring Prospectus is as follows:

Name of the acquirer/ Shareholder	Date of acquisition of securities	Nature of securities	Nature of Transaction	Nature of consideration	Number of securities acquired	Acquisition price per security (in ₹)
S A Technologies Inc., USA	01-11-2021	Equity	Transfer of Shares	Cash	47,000	300
S A Technologies Inc., USA	03-07-2022	Equity	Transfer of Shares	Cash	42,000	220
S A Technologies Inc., USA	04-09-2022	Equity	Transfer of Shares	Cash	872	220
S A Technologies Inc., USA	08-11-2022	Equity	Transfer of Shares	Cash	22,360	220
S A Technologies Inc., USA	07-12-2022	Equity	Transfer of Shares	Cash	18,614	220
S A Technologies Inc., USA	07-12-2023	Equity	Bonus Shares	N. A	68,27,120	0
Mindpool Technologies Limited	07-11-2019	Equity	Transfer of Shares	Cash	84150	230
Mindpool Technologies Limited	07-12-2023	Equity	Bonus Shares	N. A	1683000	0
Ritesh Sharma	23-10-2023	Equity	Transfer of Shares	Cash	2000	400

Ritesh Sharma	07-12-2023	Equity	Bonus Shares	N. A	40020	0
Poonam Sharma	07-12-2023	Equity	Bonus Shares	N. A	20	0

\*As certified by M/s Katariya & Munot., Chartered Accountants pursuant to their certificate dated July 19, 2024

### Weighted average cost of acquisition for all Equity Shares transacted in One year, 18 months and Three years preceding the date of this Red Herring Prospectus

The weighted average price for all Equity Shares acquired by the Promoters, members of the Promoter Group, and other shareholders with rights to nominate Directors or any other rights in the last one year, 18 months and three years preceding the date of this Red Herring Prospectus is as set out below:

Period	Weighted average cost of acquisition^ (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price^ (in ₹)
Last one year	0.60	[•]	[•]
Last 18 months	2.67	[•]	[•]
Last three years	4.68	[•]	[•]

\*As certified by M/s Katariya & Munot., Chartered Accountants pursuant to their certificate dated July 19, 2024

\* To be updated upon finalization of price band.

### 16. Average cost of acquisition of Equity Shares for our Promoters

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

Name of Promoter	No. of Equity Shares held	Average cost of Acquisition per Equity Share (in ₹) *
S A Technologies Inc., USA	71,68,476	7.22
Mr. Manoj Joshi	NIL	0.00
Mrs. Priyanka Joshi	NIL	0.00
Mindpool Technologies Limited	16,83,000	10.95
Ritesh Sharma	42021	19.04
Poonam Sharma	21	0.48

\*As certified by M/s Katariya & Munot, Chartered Accountants pursuant to their certificate dated July 19, 2024

### 17. Details of pre-IPO Placement

Our company does not contemplate any issuance or placement of Equity Shares in this Issue until the listing of the Equity Shares.

### 18. Issuance of equity shares for consideration other than cash in the last one year

Except as set out below, our Company has not issued Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Date of Allotment	Reason for Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
December 07, 2023	Bonus issue <sup>(1)</sup>	87,21,220	10.00	NIL	Capitalization of Reserves & Surplus out of the free reserves of the company including the Profit and Loss Account balance and the



Date of Allotment	Reason for Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
					Securities Premium Account balance.

Notes:

(1) Allotment of 68,27,120 Equity Shares to M/s. S A Technologies Inc., 20,020 Equity Shares to Mr. Bhavin Goda, 16,83,000 Equity Shares to M/s Mindpool Technologies Ltd., 20 Equity Shares to Mr. Kuldeep Chobey, 20,020 Equity Shares to Mr. Amit Singh Bhadouria, 20 Equity Shares to Ms. Poonam Sharma, 40,020 Equity Shares to Mr. Ritesh Sharma, 86,000 Equity Shares to M/s Opalforce Software India Limited, 6000 Equity Shares to Mr. Rohit Kalamkar, 5000 Equity Shares to Mr. Harsh Dadoo, 5000 Equity Shares to Vastsala Swamy S, 4,000 Equity Shares to Mr. Sanskar Prabhakar, 3000 Equity Shares to Mr. Chandresh Bavishi, 3000 Equity Shares to Mr. Uday Surpuriya, 3000 Equity Shares to Mr. Vinay Kumar Pathak, 3000 Equity Shares to Ms Sonal Sinha, 3000 Equity Shares to Mr. Jitendra Pawar, 3000 Equity Shares to Mr. Vishal Gavate, 2500 Equity Shares to Mr. Ashish Dani, 2000 Equity Shares to Mr. Rishabh Priyadarshi, 1500 Equity Shares to Ms. Pooja Thorave and 1000 Equity Shares to Ms. Vasudha Kanade by way of bonus in the ratio 20:1 Equity Shares i.e. Twenty (20) new fully paid-up equity shares for every One (1) equity share held by our equity shareholders.

For further details, please refer chapter titled “*Capital Structure*” beginning on page 68 of this RHP.

#### 19. Split/consolidation of Equity Shares in the last one year

No split or consolidation of equity shares has been made in the last one year preceding the date of filling this Red Herring Prospectus.

#### 20. Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Red Herring Prospectus, our Company has not sought or received any exemption from complying with any provisions of the Securities laws.

*[The remainder of this page has intentionally been left blank]*

### SECTION III - RISK FACTORS

*An investment in our Equity Shares involves a high degree of risk. Prospective Investors should carefully consider all the information in the Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, but also to the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “**Our Business**”, “**Restated Financial Statements**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 110, 161 and 170 respectively of this RHP, as well as the other financial and statistical information contained in this RHP. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section.*

*This RHP also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this RHP. For further information, please refer to section titled “**Forward-Looking Statements**” beginning on page 23 of this RHP.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this RHP. For further information, please refer “**Restated Financial Statements**” on page 161 of this RHP. We have, in this RHP, included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditors. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in same business as of our Company in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this RHP.*

#### **Materiality**

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

- a) Some events may not be material individually but may be found material collectively;*
- b) Some events may have material impact qualitatively instead of quantitatively; and*
- c) Some events may not be material at present but may have a material impact in future.*

*The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to S A Tech Software India Limited.*

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

## INTERNAL RISK FACTORS

### BUSINESS RELATED RISKS

1. ***Our Branch Offices from where we operate are not owned by us. If we are required to vacate the same, due to any reason whatsoever, it may adversely affect our business operations.***

Our Branch Offices located at Bangalore and Patna from where we operate are not owned by our Company. The details pertaining to Agreement executed, parties involved, license fees, tenure, purpose usage of property etc. are elaborated in section titled “***Our Business—Properties***” on page 123 of this Red Herring Prospectus. Any adverse impact on the title /ownership rights of the owner, from whose premises we operate our Branch offices or breach of the terms / non-renewal of the rent agreements, may cause disruption in our corporate affairs and business and impede our effective operations and thus adversely affect our profitability.

2. ***Our company has not filed certain forms in the past in compliance with some statutory provisions of the Companies Act and such non-compliance may attract penalties against our company, which could impact our financial position to that extent.***

In the past, there have been certain instances of non-filing statutory forms as per the reporting requirements under the Companies Act, 1956/2013 with the RoC such as non- filing of e-forms PAS-3 for two allotments dated August 09, 2013 and September 25, 2014 pursuant to Section 39(4) and 42(9) of the Companies Act, 2013 and rule 12 and 14 Companies (Prospectus and Allotment of Securities) Rules, 2014; However, increased paid up capital is being reflected in the Master Data of the company on Ministry of Corporate Affairs (MCA) website as on the date of filing this RHP. We have included both the said allotments on the basis of Statutory Auditor’s certificate dated December 23, 2023 by M/s Katariya & Munot, Chartered Accountants vide UDIN 23119638BGUJFW8042 and by verifying the Statutory Records, Minutes maintained by the company.

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

3. ***Our Company, its Directors, its Promoters and Group Companies are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various forums and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status.***

There are outstanding legal proceedings involving the Promoters, Directors and Group Companies. These proceedings are pending at different levels of adjudication before various courts. The details of such outstanding litigations as at the date of this Red Herring Prospectus are as follows:

A classification of these outstanding proceedings is given in the following table:

<b>Nature of Cases</b>	<b>Number of Cases</b>	<b>Total Amount Involved (in Rs. Lakhs)</b>
<b>Proceedings against our Company</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	13	574.60
<b>Proceedings by our Company</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Director</b>		

Nature of Cases	Number of Cases	Total Amount Involved (in Rs. Lakhs)
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	2	Not ascertainable
<b>Proceedings by our Director</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Promoter</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	Nil	Nil
<b>Proceedings by our Promoter</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	12	8.11
<b>Proceedings by our Group Companies</b>		
Criminal	Nil	Nil
Civil	Nil	Nil

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to "*Outstanding Litigation and Material Developments*" on page 186 of this Red Herring Prospectus.

4. *We have not entered into any long-term contracts with any of our customers and typically operate on the basis of purchase orders, which could adversely impact our revenues and profitability.*

Our revenue from operations concentrated to a few top 10 customers are aggregating to:

(Amt Rs in Lakhs)

Fiscal	Revenue Amount	% of Total Revenue
2021-22	3,749.36	78.00
2022-23	4,104.97	74.00
2023-24	5041.20	69.98
For the period ended June 30, 2024	1830.94	84.27

We presently do not have any long-term or exclusive arrangements with any of our customers. We cannot assure you that we will be able to sell the services we have historically supplied to such customers. In the event our competitors' services offer better margins to such customers or otherwise incentivize them, there can be no assurance that our customers will continue to place orders with us.

5. ***Our lenders have charge over our movable, immovable properties in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from Banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 1432.39 Lakhs as on 30<sup>th</sup> June, 2024. In the event if we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer to section titled “***Financial Indebtedness***” on page no. 164 of this Red Herring Prospectus.


6. ***Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, results of operations and cash flows.***

Our financing agreements generally include various conditions and covenants that require us to obtain lender consents and/ or intimate the respective lender prior to carrying out certain activities and entering into certain transactions such as formulation of any scheme of amalgamation or reconstruction, availing any credit facility or accommodation from any bank or financial institution etc.

Our financing arrangements are secured by way of creating a charge over our movable, immovable properties and directors immovable properties. In case of auto loans, security is created by way of hypothecation of the underlying vehicle. While there have been no past instances of breach of financial and other covenants under our debt financing arrangements, any such breach or failure in the future to comply with covenants and obligations under our financing arrangements could result in our lenders taking actions against us. For further information, please refer section titled “***Financial Indebtedness***” on page 164 of the Red Herring Prospectus.

Breaches of our financing arrangements, including the aforementioned terms and conditions, in the future may result in the termination of the relevant credit facilities, levy of penal interest, having to immediately repay our borrowings, and enforcement of security. We may be restricted from obtaining alternative financing by the terms of our existing or future debt instruments. Any acceleration of amounts due under our facilities may also trigger cross default provisions under our other financing agreements. Any of these circumstances could adversely affect our business, credit ratings, prospects, results of operations and financial condition.

7. ***We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights***

As on date of this Red Herring Prospectus, we have registered the trademark our logo “” and our trade name “S A TECHNOLOGIES” under class 42. The said trademark are required to be renewed from time to time. Any failure to renew registration of our registered trademark may affect our right to use such trademark in future. Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered brand name in India and abroad which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad.

Further, if do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our tradename is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such tradename will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source. Any damage to our tradename, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position. For further details see “***Our Business - Intellectual Property***” and “***Government and Other Statutory Approvals***” on pages 123 and 191, respectively.

8. ***Any non-compliance or delays in payment of statutory dues including TDS payment may expose us to penalties from the regulators.***

As a Company, we are required to make payment of certain statutory dues including TDS payment with the respective authorities. However, there are certain inadvertent delays in payment of TDS dues in the past for which the Company have paid the penalties and taken the steps to improve the internal system for payment of TDS to mitigate the technical difficulties and the Company has appointed an external consultant to ensure timely payment of towards TDS. The outstanding TDS dues as on June 30, 2024 is 289.98 Lakhs. However, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by statutory authorities on account of any inadvertent discrepancies in our TDS payment in future, which may adversely affect our business, financial condition, and reputation.

9. ***We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.***

Our Company has obtained all the material approvals required to carry on its business activities as on the date of this Red Herring Prospectus. We have also made or are in the process of making applications to the relevant authorities to reflect the change in our name post conversion from private limited to public limited and change in registered office. For details, see “**Government and Other Approvals**” and “**History and Certain Corporate Matters**” on pages 191 and 131 respectively.

Many of these approvals are granted for a fixed period of time and are required to be renewed from time to time. Non-renewal of the said permits and licenses would adversely affect our operations, thereby having a material effect on our business, results of operations and financial condition. Further, certain permits, licenses and approvals obtained by our Company are conditional in nature. While our Company endeavors to meet such conditions, we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, renew, maintain or obtain the required permits, licenses or approvals, or revocation, cancellation or suspension of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. There can be no assurance that the relevant authorities will issue any or all such permits or approvals in the time-frame anticipated by us or at all. Non-receipt of the aforesaid license would result in payment of fines under the respective laws. We are also required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations and financial condition.

10. ***The length of our sales cycle may fluctuate significantly and depends on several external factors which may result in significant fluctuations in our revenues.***

A customer's decision to purchase our IT offering or products often involves a comprehensive implementation process across the customer's network(s) which includes customer education, evaluation by a number of employees in our customers' organization and, often, a significant strategic or operational decision by our customers. Our sales efforts involve educating our customers about the use and benefits of our products and solutions, including any potential cost savings achievable by organization that partner with us.

Customers sometimes undertake a significantly long evaluation process which also involves evaluation of our competitors' services and can result in a lengthy sales cycle. Moreover, a purchase decision by a potential customer typically requires extended evaluation, testing and the approval of senior decision makers. We spend substantial time, effort and money on our sales efforts without any assurance that our efforts will produce any sales. Additionally, implementing our products and any related services may entail a significant commitment of resources by prospective customers, accompanied by the risks and delays frequently associated with significant technology implementation projects. Such delays and fluctuations could cause our revenues and results of operation to fluctuate significantly across time periods, and we may

not be able to adjust our costs quickly enough to offset such lower revenues, potentially adversely impacting our business, operating results and financial condition.

11. ***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. While we have not faced any such incidence in past, 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.

12. ***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 were no 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.

13. ***In execution of our projects, we collect information and data which are highly sensitive with regard to maintenance of secrecy of the projects and its data and information. Any failure on our part to maintain secrecy of our projects, will have an adverse effect on our results of operations and financial condition.***

We operate in an industry which is highly sensitive with regard to maintenance of secrecy of the projects and the data and information collected during the course of our operations. We provide our services to recruitment related exam management for government department and other academic exams, tax payer data management for Urban Development and Municipal Affairs and other urban local bodies. We have put in place firewall, security systems and procedures to protect the projects and its contents. Privacy of project content, its information, data including internet piracy, may decrease revenue from the exploitation of our projects. There was no incident of breach of our firewall, security systems and procedures in the past. However, there is no assurance that such breach will not occur in future also. Any failure on our part to maintain secrecy of our projects, will have an adverse effect on our results of operations and financial condition

14. ***We may become liable to our customers and lose customers if we have defects or disruptions in our service or if we provide poor service.***

We deliver IT solution as a service, and errors or defects in the implementation underlying our services, or a failure of our hosting infrastructure, may make our services unavailable to our customers. Majority of our contracts or service agreements involve projects that are critical to the operations of our clients' businesses. Although there were no instances in the past, any failure in a client's system and any direct damages, expenses, costs, obligations could result in a claim for substantial damages against us depending on the terms agreed in the contracts or service agreements. In the past, we have never been subjected to any such direct damages, expenses, costs, obligations. However, any errors, defects, disruptions in service or other performance problems with our services, whether in connection with the day-to-day operation of our services, upgrades or otherwise, could damage our customers' businesses. Such events may also give rise to complaints and actions against us. All these factors could adversely affect our business and results of operation.

15. ***Our business is dependent on the contractual arrangements entered into by us. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties.***

We enter contracts with our clients which impose several contractual obligations upon us. If we are unable to meet these contractual obligations and / or our clients perceive any deficiency in our services, we may face legal liabilities and consequent damage to our reputation which may in-turn adversely impact our business, financial condition and results of operations. There are also some contracts, which terminable by our clients in writing upon committing any breach or non-observance of any conditions of the Agreements entered into viz. fraud by our Company or any misconduct of our associate employees which could adversely affect the reputation of our clients.

While, we consider all factors internally prior to entering into such contractual agreements, we cannot assure you that such clients may choose to terminate their agreements with our Company based on the terms stated above. Further, the non-compliance or breach of the terms of the contractual arrangements by either party to the agreements may lead to, among other things, damages, penalties or termination of the agreements, which may consequently result in our inability to attract further business in the future.

16. ***We face intense competition. If we are unable to compete effectively, the results of operations and prospects for our business could be harmed.***

We operate in an intensely competitive industry that experiences rapid technological developments, changes in industry standards, and changes in customer requirements. Our competitors include large IT consulting firms, captive divisions of large multinational technology firms, large Indian IT services firms, in-house IT departments of large corporations, in addition to numerous smaller local competitors in the various geographic markets in which we operate.

The technology services industry is experiencing rapid changes that are affecting the competitive landscape. We may face competition from companies that increase in size or scope as the result of strategic mergers or acquisitions, which may result in larger competitors with significant resources that benefit from economies of scale and scope. These transactions may include consolidation activity among global technology majors, hardware manufacturers, software companies and vendors, and service providers. The result of any such vertical integration may be greater integration of products and services and a larger portfolio of services on offer, in each case, relative to what was previously offered by such independent vendors. Our access to such products and services may be reduced as a result of such an industry trend and we may otherwise become disadvantaged relative to our potentially more circumscribed service portfolio.

Such events could have a variety of negative effects on our competitive position and our financial results, including reducing our revenue, increasing our costs, lowering our gross margin percentage, and requiring us to recognise impairments on our assets.

If our competitors develop and implement methodologies that yield greater efficiency and productivity, they may be able to offer services similar to ours at lower prices without adversely affecting their profit margins. Even if our offerings address industry and client needs, our competitors may be more successful at selling their services. If we are unable to provide our clients with superior services and solutions at competitive



prices or successfully market those services to current and prospective clients, our business, results of operations and financial condition may suffer.

Many of our competitors have significantly greater financial, technical, and marketing resources, generate greater revenues, have more extensive existing client relationships and technology partners, and have greater international brand recognition than we do. We may be unable to compete successfully against these competitors or may lose clients to these competitors. There is a risk that increased competition could put downward pressure on the prices we can charge for our services and on our operating margins. Additionally, we believe that our ability to compete also depends in part on factors outside of our control, such as the price at which our competitors offer comparable services, and the extent of our competitors' responsiveness to their clients' needs.

17. ***There is no monitoring agency appointed by our Company and deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.***

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 100 Crores. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

Further, we propose to utilize the Net Proceeds for purposes identified in the section titled "***Objects of the Issue***" on page 82 of the RHP. The manner of deployment and allocation of such funds is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the Companies Act.

18. ***Our success depends largely upon the services of our Directors, Promoters, other Key Managerial Personnel and Senior Management Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.***

Our success is substantially dependent on the expertise and services of our Directors, Promoters, other Key Managerial Personnel and Senior Management personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

19. ***We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled '***Objects of the Issue***' beginning on page no. 82 of this Red Herring Prospectus.

20. *We have issued Equity Shares at a price below the proposed issue price during the past 1 years prior to the date of filing the Red Herring Prospectus and the average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.*

Our Company has issued and allotted Equity Shares at a price which is below the issue price in the past One year prior to the date of filing the Red Herring Prospectus. The details of allotment are as follows:

Date of Allotment	No. of Shares Allotted	Face Value (Rs)	Issue Price (Rs)	Consideration	Nature of Allotment
December 07, 2023	87,21,220	10.0	N.A	No Consideration	Bonus Issue

21. *The Company has availed insurance cover for Employees; however, it may be inadequate to protect us fully from all losses and damages which in turn would adversely affect our financial condition and results of operations.*

The Company has availed various insurance policies such as Health Insurance Premium, Group Care 360<sup>0</sup>, Employees Compensation Insurance, covering the future unforeseen liabilities that might occur in the normal course of business. However, there can be no assurance that the insurance policies will adequately cover losses and damages which may be suffered by us. Losses suffered by our Company in excess of the availed insurance coverage or due to occurrence of unforeseen events will have to be borne by our Company itself. Also, there cannot be any assurance that all claims made by the Company will be honoured duly by the insurers. If our claims are not fully honoured, our financial condition may be affected adversely. For further details, kindly refer section titled “*Our Business – Insurance*” on page no. 122 of this Red Herring Prospectus.

22. *Our Company has negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.*

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

(Rs in Lakhs)

Particulars	For the three months period ended June 30, 2024	As on March 31		
		2024	2023	2022
Net Cash from Operating Activities	(416.39)	61.05	1,334.66	36.07
Net Cash used in Investing Activities	(161.54)	(138.58)	(79.41)	(248.46)
Net Cash used in Financing Activities	758.06	(472.63)	(766.34)	203.05
<b>Net Cash Flow</b>	<b>180.13</b>	<b>(550.16)</b>	<b>488.91</b>	<b>(9.34)</b>

Cash flow of a company is a key indicator to show the extent of cash generated from operations 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 flow in future, it may adversely affect our business and financial operations.

23. *We have entered into certain related party transactions and may continue to do so.*

We have entered into related party transactions with our Promoters, its group members/ entities, Directors, their relatives and other associates. While we believe that all such transactions have been conducted on arm length basis and the related party transactions entered into by the company in past were in compliance with the Companies Act and other applicable laws, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Red Herring

Prospectus and, also see the section titled “*Restated Financial Statements —Related Party Transactions - Annexure XXXV*” on page F 29 of this RHP. The Company has passed resolution in board meeting and in shareholders meeting as required under Companies Act for related party transaction.

24. ***We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

25. ***We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution. Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed repayment of loan and working capital requirements, as detailed in the section titled "*Objects of the Issue*" on page 82 is to be largely funded from the proceeds of this IPO. We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution. 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 the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

26. ***Our inability to manage growth could disrupt our business and reduce our profitability.***

Our Company’s revenue has increased from Rs. 5,639.31 lakhs as on March 31, 2023 to Rs. 7,188.22 lakhs as on March 31, 2024. Further, a principal component of our strategy is to continue to grow by expanding the size and scope of our existing businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, a robust management talent pipeline, preserving our culture, integration of culture and values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. An inability to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

27. ***Our failure to adapt to technological developments or industry trends could affect the performance and features of our products and services and reduce our attractiveness to our customers.***

As our operations grow in scope and size, whether through offering of new services or expansion into new markets, we must continuously improve, upgrade, adapt and expand our systems and infrastructure to offer our customers enhanced services, features and functionality ahead of rapidly evolving customer demands, while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner. The systems, infrastructure and technologies we currently employ may become obsolete or be unable to support our increased size and scale. Even if we are able to maintain, upgrade or replace our existing systems or innovate or customize and develop new technologies and systems, we may not be as quick or efficient as our competitors in upgrading or replacing our systems. We may be unable to devote adequate financial resources or obtain sufficient financing on commercially acceptable terms in time, or at all, which may have a material adverse effect on our business, prospects, results of operation and financial condition.

**Our strategy for addressing the dual aspects of technological change involves:**

**Continuous Monitoring:** We maintain vigilance over technology trends to anticipate shifts that could impact our operations or the services we provide to our clients.

**Strategic Flexibility:** Our business model incorporates a degree of flexibility, allowing us to adapt our operations and infrastructure to align with new technological innovations that are relevant to our strategic goals.

**Innovation Investment:** A portion of our resources is allocated towards the exploration and adoption of new technologies. This ensures that we are not only reactive but proactive in integrating advancements that can enhance our operational efficiency and client service.

**Risk Management:** Through regular risk assessments, we identify potential vulnerabilities that may arise from new technologies. These assessments inform our strategy for mitigating such risks effectively.

Acknowledging the risks associated with rapid technological change, our approach is designed to manage these risks while still capitalizing on opportunities that new technologies may present. This balanced approach helps to ensure that our operations remain resilient and our services continue to meet the evolving needs of our clients.

Further, we may also not be able to attract talent to continue with the required upgrades and improvements to our systems. Our new systems, infrastructure and technologies may not perform satisfactorily, or be used effectively and we may also fail to adapt our products and services to our increased size and scale, customer requirements or emerging trends and industry standards. Further, there is no assurance that we will be able to downsize and scale back our systems and platforms quickly and efficiently enough to reduce unnecessary costs and expenses in the event that user demand falls below our expectations. In addition, to effectively manage our growth, we will also need to continue to improve our operational, financial and management controls, and our reporting systems and procedures.

Continued growth increases the challenges involved in, inter alia, continuous training and development of skilled and competent personnel and employees and developing and improving internal administrative infrastructure. These systems, enhancements and improvements will require significant capital expenditures and management resources. Failure to implement these improvements could adversely affect our ability to manage our growth. If we do not effectively manage our growth or appropriately expand and upgrade or downsize and scale back our systems and platforms, as the case may be, in a timely manner or at a reasonable cost, or both, or at all, we may lose market opportunities or damage our attractiveness and reputation with our customers, which may adversely affect our business, financial condition and results of operations.

28. ***The impact of the COVID-19 pandemic on our business and operations is uncertain and cannot be predicted.***

An outbreak of a novel strain of coronavirus disease 19 (“COVID-19”), was recognized as a pandemic by the World Health Organization, on March 11, 2020. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. In response to the COVID-19 outbreak, the governments of India and many other countries have taken preventive and protective actions, such as imposing countrywide lockdowns, restrictions on travel and business operations and advising or requiring individuals to limit their time outside their homes. Temporary closures of businesses had been ordered and numerous other businesses have been temporarily closed voluntarily. We have monitored and considered the impact of known events arising from the COVID19 pandemic including with respect to our liquidity and going concern, recoverable values of property, plant and equipment, goodwill, intangible assets, trade receivables and the net realisable value of other assets. As the outbreak continues to evolve, we will continue to closely monitor the impact that COVID-19 may have on our Company, including any material changes to future economic condition, liquidity and result of operations of our business and prospects. While there have been progressive relaxations and calibrated easing of lockdown measures by the Government, the full impact of the COVID-19 pandemic is still unknown and difficult to predict. Possible additional “waves” or resurgences of COVID-

19 cases may result in slower economic recovery, further disruptions to businesses and the imposition of stricter or extended government lockdown policies.

The duration of the COVID-19 outbreaks and its ultimate impact on us and the general economy cannot be predicted. The COVID-19 pandemic and its effects may last for an extended period of time, and could result in significant and continued market volatility, exchange trading suspensions and closures, declines in global and Indian financial markets, higher default rates, and a substantial economic downturn or recession. The foregoing could disrupt our operations, adversely affect our ability to establish and implement business development plans, and negatively impact our financial performance. In addition, if we do not respond appropriately to the pandemic, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future. While we intend to comply fully with the government's orders, there can be no assurance that the government will not take action against us in the future. The COVID-19 pandemic could also exacerbate the risks identified in this "**Risk Factors**" Chapter. Therefore, its impact, as well as the impact of any other infectious illness outbreaks that may arise in the future, could adversely affect our consolidated results of operations, financial position and cash flows in ways that cannot necessarily be foreseen.

29. ***Our business derives a major portion of its revenue from our users in India & Overseas. The loss of a major customer or a significant reduction and sales of, or demand for our services from our major customers, may adversely affect our business, financial condition.***

A major portion of our income from operations is from sales to users in India & overseas. We cannot assure that we can maintain the historical levels of orders from our users and dealers or that we will be able to find new customers or dealers in case we lose any of them. Further, major events affecting our customers includes dealers, such as adverse market conditions, regulatory changes, adverse cash flows, change of management, mergers and acquisitions by customers could adversely affect our business. If any of our customers including dealers become bankrupt or insolvent, we may lose some or all of our business from that customer and our receivables from that customer may have to be written off, thus impacting our cash flows and financial condition.

30. ***Any non-compliance or delays in GST Return Filings may expose us to penalties from the regulators.***

As a Company, we are required to file GST returns with the respective authorities. However, there are certain inadvertent delays in filing of GST returns in the past for which the Company have paid the penalties amounting to Rs. 1,06,840/- (One Lakh Six Thousand Eight Hundred and Forty only) for the FY 2024, 2023, 2022, 2021, 2020, 2019 and 2018 respectively and taken the steps to improve the internal system for payment of GST to mitigate the technical difficulties. However, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by statutory authorities on account of any inadvertent discrepancies in our GST filling in future, which may adversely affect our reputation and goodwill of the company.

31. ***We have substantial working capital requirements and may require additional financing to meet working capital requirements in the future. A failure in obtaining such additional financing at all or on terms favorable to us could have an adverse effect on our results of operations and financial condition.***

Our business requires significant amount of working capital and major portion of our working capital is utilized towards employee cost. As on June 30, 2024, we have ₹ 861.29 Lakhs outstanding working capital loan. Our growing scale and expansion may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high inventories and outstanding amount due from our debtors which may adversely affect our cash flows and our business operations.

For further details regarding working capital requirement, please refer to the section "Objects of the Issue" beginning on page 82 of this RHP.

32. ***In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “*Capital Structure*” and “*Our Management*” on page no. 68 and 135, respectively, of this Red Herring Prospectus.

33. ***We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.***

We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of Operations and cash flows. For further details of our business and clients, please refer chapter titled “*Our Business*” and “*Management Discussion & Analysis Conditions and Result of Operations*” beginning on page 110 & 170 of this Red Herring Prospectus.

34. ***Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

35. ***Our Promoters together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.***

After the completion of our Initial Public Issue, our Promoters along with our Promoter Group members, will hold, approximately 55.59% of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company’s or your best interests. For further details, please refer to the chapters titled “*Capital Structure*”, “*Our Promoter, Promoter Group*” and “*Our Group Company*” beginning on page no. 68, 148 and 156 respectively, of this Red Herring Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. 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 no. 160 of this Red Herring Prospectus.

37. ***Any future issuance of Equity Shares may dilute your shareholdings, and sales of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

38. ***The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Market Maker will be appointed for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled "***General Information – Details of the Market Making Arrangement***" for this Issue on page no. 65 of this Red Herring Prospectus.

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

The Issue Price of our Equity Shares has been determined on the basis of the Book Building Process. This price is based on numerous factors. For further information please refer section “***Basis for Issue Price***” beginning on page 93 of this Red Herring Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

#### **EXTERNAL RISK FACTORS**

40. ***The Issue Price, market capitalization to total revenue multiple and price to earnings ratio based on the Issue Price of our Company, may not be indicative of the market price of the Equity Shares on listing or thereafter.***

The market price of the Equity Shares, market capitalization to total revenue multiple and price to earnings ratio based on the Issue Price may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.

There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

41. ***A slowdown in economic growth in India could adversely affect our business.***

The structure of the Indian economy has undergone considerable changes in the last decade. These include increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or any future volatility in global commodity prices could adversely affect our business, financial condition and results of operations. India’s economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting housing, tourism and electricity prices or various other factors. Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial or political turmoil or war especially in the United States, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.



42. ***If inflation were to rise further in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.***

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 salaries, 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 pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has initiated fiscal 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.

43. ***A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a "negative" outlook (Moody's), BBB- with a "stable" outlook (S&P) and BBB- with a "stable" outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investor's reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

45. ***Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

The company is subject to various regulations and policies. For details see section titled '**Key Regulations and Policies**' beginning on page no. 124 of this Red Herring Prospectus. The company's current businesses and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

46. ***Natural calamities and force majeure events may have a negative impact on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods and drought in the past few years. These natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Further prolonged spells of deficient or abnormal rainfall or other natural calamities in the future could have a negative impact on the Indian economy, adversely affecting our business and the price of the Equity Shares.

47. ***We cannot assure that prospective investors will be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer***

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares.

48. ***Volatile conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.***

The Indian securities markets have experienced significant volatility from time to time. The regulation and monitoring of the Indian securities market and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the United States, Europe and certain economies in Asia. Instability in the global financial markets has negatively affected the Indian economy in the past and may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy, financial sector and business in the future. For instance, recent concerns relating to the United States and China trade tensions have led to increased volatility in the global capital markets. In addition, the United States, the United Kingdom and Europe are some of India's major trading partners, and there are rising concerns of a possible slowdown in these economies.

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 impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to improve the stability of the global financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts is uncertain, and they may not have had the intended stabilising effects. Adverse economic developments overseas in countries where we have operations or other significant financial disruptions could have a material adverse effect on our business, future financial performance and the trading price of the Equity Shares.

49. ***You may be subject to Indian taxes arising out of capital gains on sale of the Equity Shares, which will adversely affect any gains made upon sale of 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. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares on a recognized stock exchange, held for more than 12 months immediately preceding the date of transfer, will be subject to long term capital gains in India, at the rate of 10% (plus applicable surcharge and cess). This beneficial rate is, inter alia, subject to payment of Securities Transaction Tax ("STT"). Further, any gain realized on the sale of equity shares in an Indian company held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess).

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Such gains will be subject to tax at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

50. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We have not paid any dividend in the past and we cannot assure you that we will be able to pay dividends in the future.

51. ***Foreign investors are subject to restrictions prescribed under Indian laws that may limit their ability to transfer shares and thus our ability to attract foreign investors, which may have an adverse impact on the market price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all. For further information, also see "***Restrictions on Foreign Ownership of Indian Securities***" and "***Issue Procedure***", beginning on pages 256 and 223, respectively, of this Red Herring Prospectus. Our ability to attract further foreign investment, or the ability of foreign investors to transact in the Equity Shares may accordingly be limited, which may also have an impact on the market price of the Equity Shares.

52. ***QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non - Institutional Bidders 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. While we are required to complete Allotment, within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

## SECTION IV- INTRODUCTION

### THE ISSUE

(₹ in Lakhs except share data)

<b>PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)(2)</sup></b>	Upto 39,00,000 Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	Upto 2,84,000 Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
<b>Net Issue to the Public</b>	Upto 36,16,000 Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
<b>Out of which*</b>	
<b>A. QIB Portion<sup>(4) (5)</sup></b>	Not more than 18,06,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>Of which</b>	
<b>i. Anchor Investor Portion</b>	Upto 10,82,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)</b>	Upto 7,24,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>Of which</b>	
<b>(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>	Upto 38,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>(b) Balance of QIB Portion for all QIBs including Mutual Funds</b>	Upto 6,86,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>B. Non-Institutional Portion</b>	Not less than 5,44,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>C. Retail Portion</b>	Not less than 12,66,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	91,57,281 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Issue</b>	Upto 1,30,57,281 Equity Shares of face value ₹10 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled <b>“Objects of the Issue”</b> on page 82 of this Red Herring Prospectus.

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

#### Notes:

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- The present Issue has been authorised pursuant to a resolution by our Board of Directors at its meeting held on December 06, 2023 and by the Shareholders of our company, vide a special resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013 at their Extra ordinary general meeting held on December 07, 2023.
- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the

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

4. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead 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.

5. In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5 lakhs, shall use UPI. Individual investors bidding under the Non- Institutional Portion bidding for more than ₹ 2 lakhs and up to ₹ 5 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.

For further details please see “*Issue Structure*” beginning on page 219 of this Red Herring Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the sections “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 161 and 170 respectively.

Sr. No.	Details	Page Number
1.	Summary of Financial Information	S1 to S3

*[The remainder of this page has intentionally been left blank]*

**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE - I  
(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>EQUITY AND LIABILITIES</b>						
1)	<b>Shareholders Funds</b>					
	a. Share Capital	V	915.73	915.73	42.98	42.98
	b. Reserves & Surplus	VI	498.70	250.62	729.50	620.91
2)	<b>Non - Current Liabilities</b>					
	a. Long-term Borrowings	VII	975.75	871.21	719.08	1,053.31
	b. Other long-term liabilities	VIII	2.70	2.70	2.70	2.70
	c. Long-term Provisions	IX	97.13	92.49	73.30	66.32
3)	<b>Current Liabilities</b>					
	a. Short Term Borrowings	X	1,129.47	416.91	740.10	906.03
	b. Trade Payables	XI				
	- Due to Micro and Small Enterprises		13.46	41.87	10.87	5.61
	- Due to Others		97.34	93.83	278.21	67.69
	c. Other Current liabilities	XII	766.28	892.61	859.53	448.95
	d. Short Term Provisions	XIII	206.67	128.09	9.68	14.69
<b>TOTAL</b>			<b>4,703.23</b>	<b>3,706.06</b>	<b>3,465.95</b>	<b>3,229.19</b>
<b>ASSETS</b>						
1)	<b>Non Current Assets</b>					
	a. Property, Plant & Equipment and Intangible Assets	XIV				
	- Property, Plant & Equipment		527.49	385.55	299.17	279.44
	- Intangible Assets		0.22	0.22	0.32	0.90
	b. Non-Current Investments	XV	484.36	484.36	484.36	484.36
	c. Deferred Tax Assets (Net)	XVI	34.48	33.62	117.63	183.18
	d. Long-term Loans & Advances	XVII	64.84	52.26	286.95	224.06
	e. Other Non-current assets	XVIII	68.12	89.69	10.21	8.13
2)	<b>Current Assets</b>					
	a. Trade Receivables	XIX	2,025.60	1,575.59	602.84	980.29
	b. Cash and Bank Balances	XX	240.77	60.64	610.79	121.88
	c. Short term loan and advances	XXI	111.64	101.99	164.12	132.55
	d. Other current assets	XXII	1,145.71	922.14	889.56	814.40
<b>TOTAL</b>			<b>4,703.23</b>	<b>3,706.06</b>	<b>3,465.95</b>	<b>3,229.19</b>

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLII)

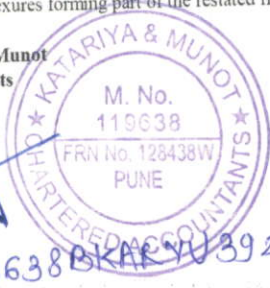
For M/s Katariya & Munot  
Chartered Accountants  
FRN - 128438W

Poonam Katariya  
Partner

Mem No - 119638  
UDIN - 24119638

Place : Pune  
Date :

19 JUL 2024



For and on behalf of the Board of Directors of S A Tech Software India Limited

Ritesh Ramavtar Sharma  
(Director)  
DIN - 02676486

Place : Pune  
Date :

Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

Arnika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

19 JUL 2024

Bhavin Goda  
(CFO)  
PAN - AJJPG4685J

**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

STATEMENT OF PROFIT AND LOSS AS RESTATED

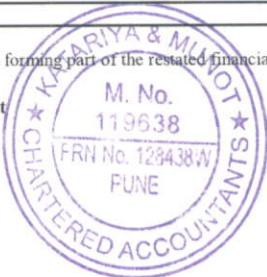
ANNEXURE - II  
(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
<b>A</b>	<b>INCOME</b>					
	Revenue from Operations	XXIII	2,388.87	7,188.22	5,639.31	4,106.11
	Other Income	XXIV	8.31	49.90	33.74	48.26
	<b>Total Income (A)</b>		<b>2,397.18</b>	<b>7,238.12</b>	<b>5,673.05</b>	<b>4,154.37</b>
<b>B</b>	<b>EXPENDITURE</b>					
	Employee benefits expense	XXV	1,773.38	5,497.47	4,824.91	4,103.06
	Finance costs	XXVI	52.98	279.75	266.18	261.49
	Depreciation and amortization expense	XXVII	27.91	83.17	80.87	55.59
	Other expenses	XXVIII	209.78	852.43	326.95	424.52
	<b>Total Expenses (B)</b>		<b>2,064.05</b>	<b>6,712.82</b>	<b>5,498.91</b>	<b>4,844.66</b>
<b>C</b>	<b>Profit before tax</b>		<b>333.13</b>	<b>525.30</b>	<b>174.14</b>	<b>(690.29)</b>
<b>D</b>	<b>Tax Expense:</b>					
	(i) Current tax	XXXIV	85.91	72.44	0.00	-
	(ii) Deferred tax expenses/(credit)	XVI	(0.85)	84.00	65.55	(142.04)
	<b>Total Expenses (D)</b>		<b>85.06</b>	<b>156.44</b>	<b>65.55</b>	<b>(142.04)</b>
<b>E</b>	<b>Profit for the year (C-D)</b>		<b>248.07</b>	<b>368.86</b>	<b>108.59</b>	<b>(548.25)</b>
<b>F</b>	<b>Earnings per share (Face value of ₹ 10/- each):</b>					
	i. Basic		2.71	4.06	1.20	(6.07)
	ii. Diluted		2.71	4.06	1.20	(6.07)

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLII)

For M/s Katariya & Munot  
Chartered Accountants  
FRN - 128438W

Poonam Katariya  
Partner  
Mem No - 119638  
UDIN - 24119638KARYU3923



For and on behalf of the Board of Directors of S A Tech Software India Limited

Ritesh Ramavtar Sharma  
(Director)  
DIN - 02676486

Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

Bhavin Goda  
(CFO)  
PAN - AJIPG4685J

Place : Pune  
Date : 19 JUL 2024

Place : Pune  
Date :

Arnika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

19 JUL 2024



**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE - III  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cash Flow From Operating Activities:</b>				
Net Profit before tax as per Profit And Loss A/c	333.13	525.30	174.14	(690.29)
<b>Adjustments for:</b>				
Finance Cost	52.98	279.75	266.18	261.49
Interest Income on FD	(1.06)	(2.67)	(9.21)	(1.78)
Interest Income on Refund of Income tax	-	(18.53)	-	-
Foreign Exchange Loss	6.06	46.82	-	14.47
Foreign Exchange Gain	-	-	(13.13)	-
Profit/Loss on sale of fixed assets	-	-	-	0.29
Rental Income	(7.25)	(28.20)	(11.40)	(10.80)
Gratuity	6.01	25.20	12.77	-
Depreciation and Amortisation Expense	27.91	83.17	80.87	55.59
<b>Operating Profit Before Working Capital Changes</b>	<b>417.78</b>	<b>910.84</b>	<b>500.22</b>	<b>(371.03)</b>
Adjusted for (Increase)/Decrease in operating assets				
Inventories	-	-	-	-
Trade Receivables	(450.01)	(972.75)	390.57	6.63
Short Term Loans and advances	(9.65)	62.13	(31.57)	(8.16)
Other Assets	(202.00)	(112.06)	(77.24)	697.25
Adjusted for Increase/(Decrease) in operating liabilities:				
Trade Payables	(24.90)	(153.39)	215.79	(5.94)
Other Current Liabilities & Provisions	(49.12)	145.48	399.78	(122.56)
<b>Cash Generated From Operations Before Extra-Ordinary Items</b>	<b>(317.90)</b>	<b>(119.75)</b>	<b>1,397.55</b>	<b>196.19</b>
Net Income Tax paid/ refunded	(98.49)	180.80	(62.89)	(160.12)
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>(416.39)</b>	<b>61.05</b>	<b>1,334.66</b>	<b>36.07</b>
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>				
Purchase of property, plant & equipment and intangible assets	(169.85)	(169.45)	(100.02)	(262.04)
Sale of property, plant & equipment	-	-	-	1.00
Interest Income on FD	1.06	2.67	9.21	1.78
Rental Income	7.25	28.20	11.40	10.80
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>(161.54)</b>	<b>(138.58)</b>	<b>(79.41)</b>	<b>(248.46)</b>
<b>Cash Flow from Financing Activities:</b>				
Proceeds/(Repayment) of Borrowings	811.04	(217.88)	(500.16)	464.54
Dividend Paid	-	-	-	-
Proceeds from issue of shares	-	25.00	-	-
Finance Cost Paid	(52.98)	(279.75)	(266.18)	(261.49)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>758.06</b>	<b>(472.63)</b>	<b>(766.34)</b>	<b>203.05</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>180.13</b>	<b>(550.16)</b>	<b>488.91</b>	<b>(9.34)</b>
Cash & Cash Equivalents As At Beginning of the Year	60.64	610.79	121.88	131.22
Cash & Cash Equivalents As At End of the Year	240.77	60.64	610.79	121.88
<b>Cash &amp; Cash Equivalents Includes:</b>				
Cash-in-Hand	5.00	5.00	5.00	5.00
Balance with Banks	235.77	55.64	605.79	116.88

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLII)

Note: The Cash Flow Statements has been prepared under Indirect Method as set out in Accounting Standard 3, Cash Flow Statements notified under section 133 of the Companies Act, 2013.

For M/s Katariya & Munot  
Chartered Accountants

FRN- 128438W

Poonam Katariya  
Partner

Mem No - 119638

UDIN - 24119638BKAR VU39 23

Place : Pune

Date :

For and on behalf of the Board of Directors of S A Tech Software India Limited

Ritesh Ramavtar Sharma  
(Director)  
DIN - 02676486

Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

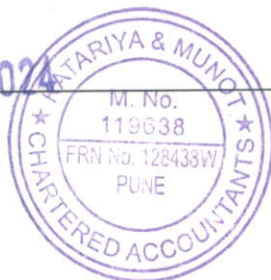
Bhavin Goda  
(CFO)  
PAN - AJIPG4685J

Place : Pune

Date :

Arnika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

19 JUL 2024



## GENERAL INFORMATION

### **Brief Summary:**

Our Company was originally incorporated and registered as a private limited company under the Companies Act, 1956 in the name and style of ‘S A Tech Software India Private Limited’ vide certificate of incorporation dated **November 01, 2012** bearing Corporate Identification Number U72900PN2012FTC145261 issued by the Registrar of Companies, Maharashtra, Pune (“RoC”). Thereafter, our company was converted into a public limited company pursuant to a special resolution passed by the members at the Extra Ordinary General Meeting held on October 16, 2023 and consequently the name of our company was changed to ‘S A Tech Software India Limited’, and a fresh certificate of incorporation consequent to change of name was issued by the RoC dated November 03, 2023 bearing Corporate Identity Number is U72900PN2012FLC145261.

For details of incorporation, change in name and registered office of our Company, see the chapter titled “*History and Certain Corporate Matters*” beginning on page 131 of this RHP.

### **Company Registration Number and Corporate Identity Number**

The registration number and corporate identity number of our Company are as follow:

Particulars	Number
Company Registration Number:	145261
Corporate Identity Number	U72900PN2012FLC145261

### **Registered Office of our Company**

#### **S A Tech Software India Limited**

Off No. D-6030, 6th Floor Solitaire Bus. Hub  
Viman Nagar, Pune 411014, Maharashtra, India  
**Telephone No.:** 9022909131

**E-mail:** [cs@satincorp.com](mailto:cs@satincorp.com)

**Investor grievance id:** [investors@satincorp.com](mailto:investors@satincorp.com)

**Website:** [www.satincorp.com](http://www.satincorp.com)

**CIN:** U72900PN2012FLC145261

### **Registrar of Companies**

**Our Company is registered with the Registrar of Companies, Pune, Maharashtra, which is situated at the following address:**

Registrar of Companies,  
PCNTDA Green Building, Block A,  
1st & 2nd Floor, Near Akurdi Railway Station,  
Akurdi, Pune-411044, Maharashtra.

**Email id:** [roc.pune@mca.gov.in](mailto:roc.pune@mca.gov.in)

**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### **Board of Directors of our Company**

**The following table sets out the details of our Board as on the date of this Red Herring Prospectus:**

Sr. No.	Name of director	Designation	DIN	Address
1.	Mr. Manoj Joshi	Chief Executive Officer	09351328	1057 Oleander CT, Sunnyvale, CA 94086
2.	Mrs. Priyanka Joshi	Non-Executive Director	09302795	1057 Oleander CT, Sunnyvale, CA 94086
3.	Mr. Ritesh Sharma	Non-Executive Director	02676486	D 1004, The Westford, Shiv Said Road, Pimpale Saudagar, Pune, Maharashtra 411027

Sr. No.	Name of director	Designation	DIN	Address
4.	Mr. Kaustubh Karwe	Non-Executive Independent Director	08553122	33A, Parijat Society, Off Kondhawa Road, Near Vasant Baug Bus Stop, Bibewadi, Pune, Market Yard, Pune, Maharashtra 411037
5.	Ms. Sarika Sharma	Non-Executive Independent Director	10245269	Flat No. C-401, Lunkad Zodiac Co. Op. Hsg. Soc., Near HDFC Bank, Viman Nagar, Pune, Maharashtra 411014

For further details of our Board of Directors, see “*Our Management*” on page 135 of this Red Herring Prospectus.

### Chief Financial Officer

#### Mr. Bhavin Goda

**Address:** S A Tech Software India Limited  
Off No. D-6030, 6th Floor Solitaire Bus. Hub  
Viman Nagar, Pune 411014, Maharashtra, India  
**Telephone No.:** 9922154599  
**E-mail:** [bhavin.goda@satincorp.com](mailto:bhavin.goda@satincorp.com)

### Company Secretary and Compliance Officer

Ms. Arnika Choudhary is the Company Secretary and Compliance Officer of our company. Her contact details are as follows:

#### Ms. Arnika Choudhary

**Address:** S A Tech Software India Limited  
Off No. D-6030, 6th Floor Solitaire Bus. Hub  
Viman Nagar, Pune 411014, Maharashtra, India  
**Telephone No.:** 9022909131  
**E-mail:** [cs@satincorp.com](mailto:cs@satincorp.com)

### Investor Grievances:

Applicants can contact the Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the BRLM, who shall respond to the same.

Applicants may contact the BRLM for complaints, information or clarifications pertaining to the Issue.

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. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant.

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

## Details of Key Intermediaries pertaining to this Issue of our Company

### Book Running Lead Manager to the Issue



**GYR Capital Advisors Private Limited**  
**Address:** 428, Gala Empire, Near JB Tower,  
Drive in Road, Thaltej, Ahemdabad-380 054, Gujarat, India.  
**Telephone:** +91 8777564648  
**Email ID:** [info@gyrcapitaladvisors.com](mailto:info@gyrcapitaladvisors.com)  
**Website:** [www.gyrcapitaladvisors.com](http://www.gyrcapitaladvisors.com)  
**Investor Grievance E-mail:** [investors@gyrcapitaladvisors.com](mailto:investors@gyrcapitaladvisors.com)  
**Contact Person:** Mr. Mohit Baid  
**SEBI Registration Number:** INM000012810  
**CIN:** U67200GJ2017PTC096908

### Statutory Auditor of our Company

**M/s. Katariya & Munot, Chartered Accountants**  
**Address:** 105-106, B-III, Lloyds Chambers,  
Mangalwar Peth, Maldhakka Chowk, Pune- 411011  
**E-mail:** [poonam@pckca.com](mailto:poonam@pckca.com)  
**Telephone:** +91 02 2605 1100  
**Firm registration number:** 128438W  
**Contact Person:** CA Poonam Katariya

### Changes in auditors during the last three years

There have been no changes in the Statutory Auditors of our company during the three years preceding the date of this Red Herring Prospectus:

### Legal Counsel to the Issue



**M/s. Vidhigya Associates, Advocates**  
**Address:** 501, 5<sup>th</sup> Floor, Jeevan Sahakar Building,  
Homi Street, Fort, Mumbai-400001  
**Contact Person:** Rahul Pandey  
**Tel:** +91 8424030160  
**Email:** [rahul@vidhigyaassociates.com](mailto:rahul@vidhigyaassociates.com)

### Registrar to the Issue



**Bigshare Services Private Limited**  
**Address:** Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093  
**Telephone:** 022-62638200  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor grievance e-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Sagar Pathare  
**SEBI registration number:** INR000001385  
**CIN:** U74140MH2010PLC205904

## Banker(s) to the Issue/ Refund Bank/ Sponsor Bank

### HDFC Bank Limited

**Address:** HDFC Bank Limited, Fig-Ops Department-Lodha, I Think Techno Campus  
O-3 Level Next to Kanjurmarg Railway Station, Kanjurmang (East) Mumbai – 400042

**Telephone:** 022 30752929/2928/2914

Email: [Siddharth.Jadhav@hdfcbank.com](mailto:Siddharth.Jadhav@hdfcbank.com), [Sachin.gawade@hdfcbank.com](mailto:Sachin.gawade@hdfcbank.com), [eric.bacha@hdfcbank.com](mailto:eric.bacha@hdfcbank.com),

[Tushar.Phadtare@hdfcbank.com](mailto:Tushar.Phadtare@hdfcbank.com), [pravin.teli2@hdfcbank.com](mailto:pravin.teli2@hdfcbank.com)

**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)

**Contact Person:** Mr. Eric Bacha/ Mr. Siddharth Jadhav/ Mr. Sachin Gawade,  
Mr. Pravin Teli, Mr. Tushar Gavankar

**SEBI registration number:** INBI00000063

## Underwriting Agreement

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% underwritten by the underwriter GYR Capital Advisors Private Limited.

Pursuant to the terms of the Underwriting Agreement dated June 17, 2024 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in Lakhs)	% of the total Issue size Underwritten
<b>GYR Capital Advisors Private Limited</b> <i>(Formerly known as Alpha Numero Services Private Limited)</i> 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahemdabad-380 054, Gujarat <b>Telephone:</b> +91 877 756 4648 <b>Email ID:</b> <a href="mailto:info@gyrcapitaladvisors.com">info@gyrcapitaladvisors.com</a> <b>Investor Grievance ID:</b> <a href="mailto:investors@gyrcapitaladvisors.com">investors@gyrcapitaladvisors.com</a>	Upto 39,00,000 Equity Shares	[•]	100%

*\*Includes 2,84,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

*The above-mentioned is indicative underwriting and will be finalised after determination of Issue Price and Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.*

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 underwriting obligations in full. The above-mentioned underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

The Board, at its meeting held on June 17, 2024, has accepted and entered into the underwriting agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

## Syndicate Members

### **GYR Capital Advisors Private Limited**

**Address:** 428, Gala Empire, Near JB Tower,  
Drive in Road, Thaltej, Ahemdabad-380 054, Gujarat, India.

**Telephone:** +91 8777564648

**Email ID:** [info@gyrcapitaladvisors.com](mailto:info@gyrcapitaladvisors.com)

**Website:** [www.gyrcapitaladvisors.com](http://www.gyrcapitaladvisors.com)

**Investor Grievance E-mail:** [investors@gyrcapitaladvisors.com](mailto:investors@gyrcapitaladvisors.com)

**Contact Person:** Mohit Baid

**SEBI Registration Number:** INM000012810

**CIN:** U67200GJ2017PTC096908

## Bankers to our Company



**Name of Bank:** The Federal Bank Limited

**Address:** Federal Towers, Market Rd, Periyar Nagar, Aluva, Kerala 683101

**Tel:** +91-9819352969

**Contact Person:** Ashtad Hormazdiar Digaria

**Email Id:** [ashtad@federalbank.co.in](mailto:ashtad@federalbank.co.in)

## Designated Intermediaries

### *Self-Certified Syndicate Banks*

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

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

### *SCSBs enabled for UPI Mechanism*

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

### *Registered Brokers*

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

### ***Registrar and Share Transfer Agent***

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

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

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

### **Brokers to the Issue**

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

### **Experts to the Issue**

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

Our company has received a written consent dated July 19, 2024 from our Statutory Auditor, namely M/s Katariya & Munot, Chartered Accountants, to include their names as required under section 26(1) of the companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus/Prospectus, and as an “Expert” as defined under section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as Peer Reviewed Auditor, and in respect of their (a) examination report dated July 19, 2024 for the three months period ended June 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 on the restated financial statements (b) report dated July 19, 2024 on the statement of possible tax benefits available to our Company and its Shareholders.

### **IPO Grading**

No credit rating agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

### **Statement of inter-se allocation of responsibilities**

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

### **Monitoring Agency**

As the Net Proceeds of the Issue will be less than ₹ 10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

### **Appraising Entity**

None of the objects of the issue for which the Net Proceeds will be utilised have been appraised by any agency.

### **Credit Rating**

As this is an Issue consisting only of Equity Shares, there is no requirement to obtain credit rating for the Issue.

### **Debenture Trustee**

As this is an Issue consisting of Equity Shares, the appointment of a debenture trustee is not required.

### **Green Shoe Option**

No green shoe option is contemplated under the Issue.

## Filing of Red Herring Prospectus/ Prospectus with the SEBI/ ROC

A copy of the Red Herring Prospectus has been filed with the Emerge platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed.

The Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Red Herring Prospectus/ Prospectus shall be furnished to the Board in soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/ Prospectus along with the material contracts and documents required to be filed under Section 26 and 32 of the Companies Act, 2013 will also be filed with the RoC, PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune-411044, Maharashtra and through the electronic portal at [www.mca.gov.in](http://www.mca.gov.in)

## Book Building Process

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

- Our Company;
- The Book Running Lead Manager in this case being GYR Capital Advisors Private Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE Ltd. and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.



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

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 223 of the Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 223 of this Red Herring Prospectus.

#### **Illustration of the Book Building and Price Discovery Process:**

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

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

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

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

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 223 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

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

## Bid/ Issue Programme

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Anchor Portion Offer Opens/Closes on	July 25, 2024
Bid/ Issue Opening Date	July 26, 2024 <sup>1</sup>
Bid/ Issue Closing Date	July 30, 2024 <sup>2</sup>
Finalisation of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about July 31, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked Bank Account <sup>(1)</sup> (T+1)	On or about July 31, 2024
Credit of Equity Shares to demat accounts of Allottees (T+2)	On or about August 01, 2024
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about August 02, 2024

*Note: <sup>(1)</sup> In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular 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 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

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

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

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 Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for

any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

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

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

For further details, see “*Issue Structure*” and “*Issue Procedure*” beginning on pages 219 and 223 respectively of this RHP. Applicants should note the Issue is also subject to (i) obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

## WITHDRAWAL OF THE ISSUE

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

If our Company withdraws the Issue any time after the Bid/ Issue Opening Date but before the allotment of Equity shares, a public notice will be issued by our Company within two (2) Working Days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII’s using the UPI Mechanism) to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Prospectus with the RoC.

## Underwriting Agreement

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

Pursuant to the terms of the Underwriting Agreement dated June 17, 2024 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in Lakhs)	% of the total Issue size Underwritten
<b>GYR Capital Advisors Private Limited</b> <i>(Formerly known as Alpha Numero Services Private Limited)</i> <b>Address:</b> 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahemdabad-380 054, Gujarat, India.	Upto 39,00,000 Equity Shares	[•]	[•]

<b>Telephone:</b> +91 877 756 4648 <b>Facsimile:</b> N.A. <b>Email ID:</b> info@gyrcapitaladvisors.com <b>Investor Grievance ID:</b> investors@gyrcapitaladvisors.com			
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*\*Includes 2,84,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

*The above-mentioned is indicative underwriting and will be finalised after determination of Issue Price and Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.*

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 underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange

The Board, at its meeting held on June 17, 2024, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

## Market Maker

### Details of Market Making Arrangement for this Issue

Our Company and the BRLM has entered into a Market Making Agreement dated June 17, 2024 with the following Market Maker, to fulfil the Market Making obligations under this Issue:

<b>Name</b>	Giriraj Stock Broking Private Limited
<b>Correspondence Address</b>	4, Fairlie Place, HMP House, 4th Floor, Suite No- 421A, Kolkata- 700001, India
<b>Tel No.</b>	033- 40054519 / 9547473969
<b>E-mail</b>	<a href="mailto:girirajstock@yahoo.com">girirajstock@yahoo.com</a>
<b>Website</b>	<a href="http://www.girirajstock.com">www.girirajstock.com</a>
<b>Contact Person</b>	Mr. Kuntal Latha
<b>SEBI Registration No.</b>	INZ000212638
<b>Market Maker Registration No.</b>	90318

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 June 17, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

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. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to 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.

3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for quotes given by him.
5. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
6. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market – for instance due to system problems, 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 Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Managers 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 and the Lead Manager 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.

9. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
11. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
12. 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. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the Issue size and as follows:

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)
Upto ₹ 20 Crore	25%	24%
₹ 20 Crore to ₹ 50 Crore	20%	19%
₹ 50 Crore to ₹ 80 Crore	15%	14%
Above ₹ ₹ 80 Crore	12%	11%

The 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:

i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

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

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

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

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

## CAPITAL STRUCTURE

Set forth below are the details of the Equity Share capital of our Company as on the date of this Red Herring Prospectus:

(₹ in Lakhs except share data)

Sr. No.	Particulars	Aggregate nominal value (in ₹)	Aggregate value at Issue Price* (in ₹)
<b>A.</b>	<b>Authorized Share Capital</b>		
	1,40,00,000 Equity Shares of face value of ₹ 10/- each	1400.00	●
<b>B.</b>	<b>Issued, Subscribed and Paid-up share Capital before the Issue<sup>(1)</sup></b>		
	91,57,281 Equity Shares of face value of ₹ 10/- each	915.73	●
<b>C.</b>	<b>Present Issue in terms of this Red Herring Prospectus</b>		
	Fresh Issue of up to 39,00,000 Equity Shares of face value of ₹ 10/- each aggregating up to ₹  ●  Lakhs <sup>(2) (3)</sup>	390.00	●
	<i>Which Comprises of:</i>		
<b>D.</b>	<b>Reservation for Market Maker portion</b>		
	Upto 2,84,000 Equity Shares of face value of ₹ 10/- each	28.40	●
<b>E.</b>	<b>Net Issue to the Public</b>		
	Upto 36,16,000 Equity Shares of face value of ₹ 10/- each	361.60	●
<b>F.</b>	<b>Issued, Subscribed and Paid-up share Capital after the Issue</b>		
	Upto 1,30,57,281 Equity Shares of face value of ₹ 10/- each*	1305.73	●
<b>G.</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Red Herring Prospectus)	NIL	
	After the Issue		●

\*Subject to finalization of the Basis of Allotment.

- (1) For details in relation to the changes in the authorized share capital of our company, please refer to section titled “*History and Certain Other Corporate Matters- Amendments to our Memorandum of Association*” on page 132 of RHP.
- (2) Our Company has one class of share capital i.e., Equity Shares of face value of ₹ 10/- (Rupees Ten only) each. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.
- (3) The present Issue has been authorised pursuant to a resolution of our Board dated **December 06, 2023** and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on **December 07, 2023**.
- (4) Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under subscription, if any, in any of the categories except QIB, 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 Managers and Stock Exchange. Such inter-se spill-over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Offer and its allocation various categories, please refer chapter titled “*Terms of the Issue*” on page no. 210 of this Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Changes in the Authorised Equity Share Capital of our Company

Sr. No.	Particulars of Increase	Date of Shareholders Meeting	Whether AGM/ EGM
1.	The authorised share capital of the company on Incorporation was ₹ 25,00,000 divided into 2,50,000 Equity Shares of Rs 10/- each	Incorporation	N. A
2.	The authorised share capital increased from ₹ 25,00,000 divided into 2,50,000 Equity Shares of Rs 10/- each to ₹ 4,00,00,000 divided into 40,00,000 Equity Shares of ₹ 10/- each	March 12, 2013	EGM
3.	The authorised share capital increased from ₹ 4,00,00,000 divided into 40,00,000 Equity Shares of ₹ 10/- each to ₹ 13,00,00,000 divided into 1,30,00,000 Equity Shares of ₹ 10/- each	December 07, 2023	EGM
4.	The authorised share capital increased from ₹ 13,00,00,000 divided into 1,30,00,000 Equity Shares of ₹ 10/- each to ₹ 14,00,00,000 divided into 1,40,00,000 Equity Shares of ₹ 10/- each	December 15, 2023	EGM

### 2. History of Issued and Paid-Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

Sr. No.	Date of allotment	No. of Equity Shares allotted	Face value (₹)	Issue price (including Premium if applicable (₹))	Nature of Allotment	Nature of consideration	Details of Allottees
1	Upon Incorporation*	10,000	10.00	10.00	Subscription to the MOA	Cash	Allotment of 9,999 Equity Shares to SA Technologies Inc., USA and 01 Equity Share to Mr. Bhavin Goda pursuant to the initial subscription to the Memorandum of Association.
2	August 09, 2013	3,98,316	10.00	90.00	Rights Issue	Cash	Allotment of 3,98,316 Equity Shares to SA Technologies Inc., USA pursuant to Rights Issue
3	September 25, 2014	21,495	10.00	111.00	Rights Issue	Cash	Allotment of 21,495 Equity Shares to SA Technologies Inc., USA pursuant to Rights Issue
4	October 23, 2023	6,250	10.00	400.00	Rights Issue	Cash	Allotment of 2000 Equity Shares to Mr. Ritesh Sharma, 1000 Equity Shares to Mr. Amit Bhadouria, 1000 Equity Shares to Mr. Bhavin Goda, 300 Equity Shares to Mr. Rohit Kalamkar, 250 Equity Shares to Mr. Harsh Dadoo, 250 Equity Shares to Mr. Vatsala Swamy S, 200 Equity Shares to Mr. Sanskar



							Prabhakar, 150 Equity Shares to Mr. Chandresh Bavishi, 150 Equity Shares to Mr. Uday Surpuriya, 150 Equity Shares to Mr. Vinay Pathak, 150 Equity Shares to Ms. Sonal Sinha, 150 Equity Shares to Mr. Jitendra Pawar, 150 Equity Shares to Mr. Vishal Gavate, 125 Equity Shares to Mr. Ashish Dani, 100 Equity Shares to Mr. Rishabh Priyadarshi, 75 Equity Shares to Ms. Pooja Thorave and 50 Equity Shares to Ms. Vasudha Kanade
5	December 07, 2023	87,21,220	10.00	N.A	Bonus Issue	No Consideration	Issue of Equity Shares as a part of the Bonus issuance in the ratio of 20:1 (i.e. 20 new fully paid up Equity Shares for every 01 Equity share held) Allotment of 68,27,120 Equity Shares to M/s SA Technologies Inc., USA, 20,020 Equity Shares to Mr. Bhavin Goda, 16,83,000 Equity Shares to Mindpool Technologies Limited, 20 Equity Shares to Mr. Kuldeep Chobey, 20,020 Equity Shares to Mr. Amit Singh Bhadouria, 20 Equity Shares to Ms. Poonam Sharma, 40,020 Equity Shares to Mr. Ritesh Sharma, 86,000 Equity Shares to Opalforce Software India Limited, 6000 Equity Shares to Mr. Rohit Kalamkar, 5000 Equity Shares to Mr. Harsh Dadoo, 5000 Equity Shares to Mr. Vatsala Swamy S, 4000 Equity Shares to Mr. Sanskar Prabhakar, 3000 Equity Shares to Mr. Chandresh Jayantkumar Bavishi, 3000 Equity Shares to Mr. Uday Pramod Surpuriya, 3000 Equity Shares to Mr. Vinay Kumar Pathak, 3000 Equity Shares to Ms Sonal Sinha, 3000 Equity Shares to Mr. Jitendra Pawar, 3000 Equity Shares to Mr. Vishal Uttam Gavate, 2500 Equity Shares to Mr. Ashish Bipinchandra Dani, 2000 Equity Shares to Mr. Rishabh Priyadarshi, 1500 Equity Shares to Ms. Pooja Thorave and 1000 Equity Shares Ms. Vasudha Kanade.

\* Our company was incorporated on November 01, 2012.

### 3. Issue of Shares for consideration other than cash

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

Date of Allotment	Nature of Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Reason for allotment and Benefits accrued to our Company
December 07, 2023	Bonus issue	87,21,220	10.00	N.A	Issue of Equity Shares as part of the bonus issuance in the ratio of 20:1. (i.e., 20 new fully paid up Equity Shares for every 01 Equity share held)  Capitalisation of Reserves out free reserves of the company including the Profit and Loss Account balance and the Securities Premium Account balance.

Further our company has not issued any *Equity Shares* for consideration other than cash as on the date of this Red Herring Prospectus.

- Our Company has not issued any Equity Shares out of its revaluation reserves since incorporation.
- Our Company has not issued or allotted any Equity Shares pursuant to any schemes of arrangement approved under Sections 391 to 394 of the erstwhile Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013, as applicable.
- Our Company has not issued any shares pursuant to an Employee Stock Option Scheme. Our company doesn't have any Employee stock option scheme ("ESOP")/ Employee Stock purchase scheme ("ESPS") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed issue. As and when options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- All transactions in Equity Shares by our Promoter and members of our Promoter group between the date of filing of this Red Herring Prospectus and the date of closing of the Issue shall be reported to the Stock Exchanges within 24 hours of such transactions.
- Except as set out below, our Company has not issued any Equity Shares at a price lower than the Issue Price during the period of one year preceding the date of this Red Herring Prospectus:

Date of Allotment	Reason for Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
December 07, 2023	Bonus Issue <sup>(1)</sup>	87,21,220	10.00	N. A	Capitalisation of Reserves out free reserves of the company including the Profit and Loss Account balance and the Securities Premium Account balance.

Notes:

Please refer Point 2(5) for details pertaining to Bonus Issue.

## 9. Shareholding Pattern of our Company:

Set forth is the shareholding pattern of our Company as on the date of this Red Herring Prospectus:

### i. Summary of Equity Shareholding Pattern as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. of Equity Shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of Equity 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 Equity shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		No. of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV) **
								Number of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	
								Class (Equity Shares)	Class (Others)	Total								
(A)	Promoter and Promoter Group#	05	9067968	-	-	9067968	99.02	9067968	-	9067968	99.02	-	99.02	-	-	-	-	9067968
(B)	Public	17	89313	-	-	89313	0.98	89313	-	89313	0.98	-	0.98	-	-	-	-	89313
I	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>22</b>	<b>9157281</b>	<b>-</b>	<b>-</b>	<b>9157281</b>	<b>100</b>	<b>9157281</b>	<b>-</b>	<b>9157281</b>	<b>100</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9157281</b>

\*\*We have completed the process of ISIN activation with both the depositories – NSDL and CDSL. The shares are 100% dematerialised as Pre- Issue paid up capital of our Company.

# Note: Mr. Manoj Joshi and Mrs. Priyanka Joshi are promoters of the company with NIL shareholding. Satincorp Technologies Inc. Canada and Opal Force Inc., USA are part of the Promoter Group with NIL Shareholding.

## 10. Other details of Shareholding of our Company

- (a) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this RHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Mindpool Technologies Limited	17,67,150	19.30
2.	SA Technologies Inc., USA	71,68,476	78.28
	<b>Total</b>	<b>89,35,626</b>	<b>97.58</b>

- (b) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of ten days prior to filing this RHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Mindpool Technologies Limited	17,67,150	19.30
2.	SA Technologies Inc., USA	71,68,476	78.28
	<b>Total</b>	<b>89,35,626</b>	<b>97.58</b>

- (c) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of one year prior to filing this RHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Mindpool Technologies Limited	84,150	19.57
2.	SA Technologies Inc., USA	3,41,356	79.42
	<b>Total</b>	<b>4,25,506</b>	<b>98.99</b>

- (d) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of two years prior to filing this RHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Mindpool Technologies Limited	1,30,296	30.31
2.	SA Technologies Inc., USA	2,99,510	69.68
	<b>Total</b>	<b>4,29,806</b>	<b>99.99</b>

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of this Red Herring Prospectus.
12. There will be no further issue of capital, whether by way of issue of Bonus shares, Preferential allotment, Right issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/ consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company

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

As on the date of this Red Herring Prospectus, our Promoters SA Technologies Inc. USA, Mr. Manoj Joshi and Mrs. Priyanka Joshi., cumulatively holds 71,68,476 Equity Shares of our Company. None of the Equity Shares held by our Promoters is subject to any pledge.

Set forth below is the build-up of the Shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Nature of Consideration	% of the pre-Issue capital (%)	% of the post-Issue capital (%)
<b>1) SA Technologies Inc., USA</b>							
Upon Incorporation	Initial subscription to the MOA	9,999	10.00	10.00	Cash	0.11	[●]
August 09, 2013	Rights Issue	3,98,316	10.00	90.00	Cash	4.35	[●]
September 25, 2014	Rights Issue	21,495	10.00	111.00	Cash	0.23	[●]
November 07, 2019	Transfer to Mindpool Technologies Limited	(2,19,300)	10.00	230.00	Cash	2.39	[●]
November 01, 2021	Transfer from Mindpool Technologies Limited	47,000	10.00	300.00	Cash	0.51	[●]
July 03, 2022	Transfer from Mindpool Technologies Limited	42,000	10.00	220.00	Cash	0.46	[●]
September 04, 2022	Transfer from Mindpool Technologies Limited	872	10.00	220.00	Cash	0.00	[●]
November 08, 2022	Transfer from Mindpool Technologies Limited	22,360	10.00	220.00	Cash	0.24	[●]
December 07, 2022	Transfer from Mindpool Technologies Limited	18,614	10.00	220.00	Cash	0.20	[●]
December 07, 2023	Bonus Issue	68,27,120	10.00	NIL	No Consideration	74.55	[●]
<b>Total</b>		<b>71,68,476</b>				<b>78.28</b>	

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital	Percentage of post-Issue Equity Share capital*
<b>Mindpool Technologies Limited</b>						
November 07, 2019	Transfer of Equity Shares from SA Technologies Inc., USA	2,19,300	10	230	2.39	[•]
November 27, 2019	Transfer of Equity Shares to Kuldeep Chobey	(1)	10	10	0.00	[•]
November 27, 2019	Transfer of Equity Shares to Amit	(1)	10	10	0.00	[•]
November 27, 2019	Transfer of Equity Shares to Poonam	(1)	10	10	0.00	[•]
November 27, 2019	Transfer of Equity Shares to Ritesh	(1)	10	10	0.00	[•]
November 01, 2021	Transfer of Equity Shares to SA Technologies Inc., USA	(47,000)	10	300	0.51	[•]
July 03, 2022	Transfer of Equity Shares to SA Technologies Inc., USA	(42,000)	10	220	0.46	[•]
September 04, 2022	Transfer of Equity Shares to SA Technologies Inc., USA	(872)	10	220	0.01	[•]
November 08, 2022	Transfer of Equity Shares to SA Technologies Inc., USA	(22,360)	10	220	0.24	[•]
December 07, 2022	Transfer of Equity Shares to SA Technologies Inc., USA	(18,614)	10	220	0.20	[•]
March 30, 2023	Transfer of Equity Shares to Opal Force Software India Limited	(4300)	10	220	0.05	[•]
December 07, 2023	Bonus Issue	16,83,000	10	N.A	18.38	[•]
<b>Total</b>		<b>17,67,150</b>			<b>22.24</b>	<b>[•]</b>

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital	Percentage of post-Issue Equity Share capital*
<b>Mr. Ritesh Sharma</b>						
November 27, 2019	Transfer of Equity Shares from Mindpool Technologies Limited	1	10	10	0.00	[•]
October 23, 2023	Rights Issue	2000	10	400	0.02	[•]
December 07, 2023	Bonus Issue	40020	10	N.A	0.44	[•]
<b>Total</b>		<b>42,021</b>			<b>0.46</b>	<b>[•]</b>
<b>Mrs. Poonam Sharma</b>						
November 26, 2019	Transfer of Equity Shares from Mindpool Technologies Limited	1	10	10	0.00	[•]
December 07, 2023	Bonus Issue	20	10	N.A	0.00	[•]
<b>Total</b>		<b>21</b>			<b>0.00</b>	<b>[•]</b>

#### 14. Shareholding of Promoters and Promoter Group and Public:

Sr. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
<b>(A) Promoters</b>					
1.	SA Technologies Inc., USA	71,68,476	78.28	71,68,476	[•]
2.	Mindpool Technologies Limited	17,67,150	19.30	17,67,150	[•]
3.	Ritesh Sharma	42,021	0.46	42,021	[•]
4.	Poonam Sharma	21	Negligible	21	[•]
	<b>Total (A)</b>	<b>89,77,668</b>	<b>98.03</b>	<b>89,77,668</b>	<b>[•]</b>
<b>(B) Promoter Group</b>					
5.	Opal Force Software India Limited	90,300	0.99	90,300	[•]
	<b>Total (B)</b>	<b>90,300</b>	<b>0.99</b>	<b>90,300</b>	<b>[•]</b>
<b>(C) Public</b>					
6.	Bhavin Goda	21,021	0.23	21,021	[•]
7.	Amit Singh Bhadouria	21,021	0.23	21,021	[•]
8.	Kuldeep Choubey	21	Negligible	21	[•]
9.	Rohit Balkrishna Kalamkar	6,300	0.07	6,300	[•]
10.	Harsh Vardhan Dadoo	5,250	0.06	5,250	[•]
11.	Vatsala Swamy S	5,250	0.06	5,250	[•]

Sr. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
12.	Sanskar Prabhakar	4,200	0.05	4,200	[●]
13.	Chandresh Jayantkumar Bavishi	3,150	0.03	3,150	[●]
14.	Uday Pramod Surpuriya	3,150	0.03	3,150	[●]
15.	Vinay Kumar Pathak	3,150	0.03	3,150	[●]
16.	Sonal Sinha	3,150	0.03	3,150	[●]
17.	Jitendra Pawar	3,150	0.03	3,150	[●]
18.	Vishal Uttam Gavate	3,150	0.03	3,150	[●]
19.	Ashish Bipinchandra Dani	2,625	0.03	2,625	[●]
20.	Rishabh Priyadarshi	2,100	0.02	2,100	[●]
21.	Pooja Sandeep Thorave	1,575	0.02	1,575	[●]
22.	Vasudha Vishal Kanade	1,050	0.01	1,050	[●]
	<b>Total (C)</b>	<b>89,313</b>	<b>0.98</b>	<b>89,313</b>	[●]
<b>Total</b>		<b>91,57,281</b>	<b>100.00</b>	<b>91,57,281</b>	[●]

Note: Mr. Manoj Joshi and Mrs. Priyanka Joshi are promoters of the company with NIL shareholding. Satincorp Technologies Inc. Canada and Opal Force Inc., USA are part of the Promoter Group with NIL Shareholding.

15. Except as stated in “*Shareholding of our Promoters*”, no Equity Shares were acquired/ purchased / sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Red Herring Prospectus.

#### 16. Details of Promoter’s Contribution locked-in for Three Years

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post-Issue Capital held by our Promoters shall be considered as Promoter’s Contribution (“**Promoter’s Contribution**”) and shall be locked in for a period of three years from the date of allotment of Equity Shares pursuant to this Issue. The lock in of Promoter’s Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Red Herring Prospectus, our Promoters hold 89,77,668 Equity Shares constituting 68.76% of the Post Issued, Subscribed and Paid up Equity Share Capital of our Company, which are eligible for the Promoters Contribution.

Our Promoter, SA Technologies Inc. USA, has given written consent to include 26,21,000 Equity Shares held by it and subscribed by it as part of Promoters Contribution constituting 20.07% of the post issue Equity Shares of our Company. Further, it has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter’s Contribution, for a period of three years from the date of allotment in the Issue.

Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter’s Contribution are set forth in the table below:

Number of Equity Shares locked-in <sup>*(1)(2)(3)</sup>	Nature of Allotment / Transfer	Date of Allotment and Date when fully paid-up	Face value (in ₹)	Issue / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	Post Issue Shareholding %	Period of lock-in
<b>S A Technologies Inc.</b>							
26,21,000	Bonus Issue	December 07, 2023	10	NIL	Other than Cash	20.07	3 years



The Minimum Promoter's Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as 'Promoters' under the SEBI (ICDR) Regulations, 2018. All Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e., for a period of three years from the allotment of Equity Shares in this Issue. Equity Shares offered by the Promoter for the minimum Promoter's contribution are not subject to pledge.

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

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

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

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, 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.

## **17. Details of Promoters Contribution Locked-in for One Year:**

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 65,36,281 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

## **18. Transferability of Locked-In Equity Shares:**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoter and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoter's Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.

## **19. Other requirements in respect of lock-in**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, Equity Shares held by the Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank or a public financial institution or Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- a) With respect to the Equity Shares locked-in as Promoter's Contribution for three years from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.
- b) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI (ICDR) Regulations.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, Equity Shares held by our Promoter and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

20. Neither we, nor our Promoters, Promoter Group, Directors and the BRLM to this Issue have entered into any Buyback and/ or standby arrangements and/ or similar arrangements for the purchase of the Equity Shares being offered through the Issue from any person.
21. All the Equity Shares held by our Promoter were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares.
22. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.
23. The BRLM i.e., GYR Capital Advisors Pvt Ltd and their associates do not hold any Equity Shares in our Company as on the date of filing of this Red Herring Prospectus.
24. We have 22 (Twenty-Two) shareholders as on the date of filing of this Red Herring Prospectus. Mr. Manoj Joshi and Mrs. Priyanka Joshi are promoters of the company but has NIL shareholding. Satincorp Technologies Inc. Canada and Opal Force Inc., USA are part of the Promoter Group but has NIL Shareholding.
25. As on the date of this Red Herring Prospectus, there are no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
26. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
27. None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.
28. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time. Allocation to all categories shall be made on a proportionate basis subject to valid applications 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 other categories or a combination of categories. Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. National Stock Exchange of India Limited. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
30. At any given point of time, there shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
31. There are no Equity Shares against which depository receipts have been issued.
32. As per RBI regulations, OCBs are not allowed to participate in this issue.
33. Our Promoter and the members of our Promoter Group will not participate in the Issue.
34. This Issue is being made through Book Building Method.
35. All Equity Shares held by our Promoters and Promoter Group are in Dematerialised Form. Hence Pre- Issue paid

up capital of our Company is 100% Dematerialised.

36. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
37. As on the date of this RHP, the BRLM 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 BRLM 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 to compensation.
38. Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Managerial Personnel, Promoter, Promoter Group as on the date of filling this Red Herring Prospectus:

Except as disclosed below our Directors, Key Managerial Personnel, Senior Managerial Personnel, Promoter, Promoter Group do not hold Equity Shares in our company:

Sr. No.	Name of Director / KMP/ SMP/ Promoters/ Promoter Group	Number of Equity	% of the Pre – Issue Equity Share Capital
<b>Directors</b>			
1.	Mr. Ritesh Sharma	42,021	0.46
<b>Key Managerial Personnel</b>			
2.	Mr. Bhavin Goda, CFO	21,021	0.23
<b>Promoters</b>			
3.	SA Technologies Inc., USA	71,68,476	78.28
<b>Promoter Group</b>			
4.	Opal Force Software India Limited	90,300	0.99

39. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.

## OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 39,00,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

### Fresh Issue

#### Issue Proceeds & Net Proceeds

The details of the proceeds from the Fresh Issue are set out in the following table:

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds of the Issue	[●]
Less: Issue related expenses	[●]
<b>Net Proceeds of the Issue*</b>	[●]

\* To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

#### Requirement of Funds

Our Company proposes to utilise the Net Proceeds towards funding the following objects (collectively referred to as the “Objects”):

1. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our company;
2. Funding the working capital requirements of our company; and
3. General Corporate Purposes

(Collectively referred as the “Objects”)

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

The main objects clause and the objects incidental and ancillary to the main objects of our Memorandum of Association enables us (i) to undertake our existing business activities; (ii) to undertake the activities proposed to be funded from the Net Proceeds (including the activities for which the funds earmarked towards general corporate purposes shall be used); (iii) to undertake the activities for which the relevant loans were raised, which are proposed to be prepaid or repaid from the Net Proceeds.

#### Utilisation of Net Proceeds

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

(₹ in Lakhs)

Sr. No.	Particulars	Estimated Amount	% of Net Proceeds
1.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our company;	Upto 917.73	[●]
2.	Funding the working capital requirements of our company	Upto 1080.00	
3.	General Corporate Purposes*	[●]	[●]
<b>Total</b>		[●]	[●]

\*To be determined upon finalisation of the Issue Price and updated in the Red Herring Prospectus / Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

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

Our Company plans to deploy the funds towards the above stated Objects during FY 2024-2025 depending upon various factors including the actual timing of the completion of the Issue and the receipt of the Net Proceeds. In the event that estimated utilization out of the funds in any given financial year is not completely met, the same shall be utilised in the next financial year.

### **Appraising Entity**

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy. For further information, please refer "**Risk Factors**"- *We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by a bank or a financial institution*" on page 43 of this RHP

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the objects, such additional funds for a particular activity will be met by way of means available to our company, including from internal accruals. If the actual utilization towards any of the objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above-mentioned objects through a combination of internal accruals or unsecured loans (bridge financing) and in such case the funds raised shall be utilized towards repayment of such unsecured loans or recouping of internal accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any part of unsecured loan outstanding as on date of the red herring prospectus except of as mentioned in the object of the issue. As we operate in competitive environment, our company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

The requirements of the objects detailed above are intended to be funded from the proceeds of the issue. 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 from the proposed Issue.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer chapter titled "**Risk Factors**" beginning on page 34 of this Red Herring Prospectus.

## DETAILS OF THE FUND REQUIREMENTS:

### 1) Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, inter alia, term loans and working capital facilities. For further details, please refer section titled “*Financial Indebtedness*” on page 164 of this RHP.

As of June 30, 2024, our total outstanding borrowings amounted to ₹ 2105.22 Lakhs. Our Company proposes to utilise an estimated amount of up to ₹ 917.73 Lakhs from the Net Proceeds towards pre- payment or scheduled repayment of all or a portion of certain term loans and working capital facilities availed by our Company.

We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The following table provides details of loans and facilities availed by our Company and outstanding, as on June 30, 2024, out of which we propose to pre-pay or repay, in part either all or a portion of the below mentioned loans and/or facilities, up to an amount aggregating to ₹ 917.73 Lakhs from the Net Proceeds:

Sr No.	Account Number	Particulars of Loan Facility	Date of Loan	Sanctioned Amount	Outstanding Amount as On June 30, 2024	Rate of Interest / Commission
1	Federal Bank (1819760000 0685)	EI – Home Invest <b>Purpose of Loan:</b> For purchasing the property situated at “Apartment/Flat No. 6801, A Wing, 68 <sup>th</sup> Floor, 'Lodha Allura at Lodha Park', Panduranga Budhkar Marg, Worli 400013, Mumbai”	31-07- 2018	290	233.65	9.5
2	Federal Bank (1819690000 0916)	EI GECL EXT <b>Purpose of Loan:</b> For Working Capital Requirements	31-12-2021	76.50	64.92	9.25
3	Federal Bank (1819900000 0406)	NEI -Foreign Currency LN <b>Purpose of Loan:</b> For purchasing the property situated at "Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune, Maharashtra, India 411014"	04-02-2022	184.52	141.93	5.00
4	Federal Bank (1819740000 0224)	EI -FED CAR/2W LOAN <b>Purpose of Loan:</b> For purchase of Car for Office Use	30-01-2020	10.43	4.41	10.25
5.	M/s Mindpool Technologies Ltd	Unsecured loan <b>Purpose of Loan:</b> For Working Capital Requirements	15-02-2021	275.00	270.02	TBLR (364) + 165 Basis point
7.	Wynad Estates and Industries Limited (“Wynad”)	Unsecured loan <b>Purpose of Loan:</b> For Working Capital Requirements	27-06-2023	200.00	200.00	TBLR (364) + 165 Basis point

8	Bhavin Goda	Loan from Director <b>Purpose of Loan:</b> For Working Capital Requirements	20-03-2019	2.80	2.80	NA
<b>TOTAL</b>					<b>917.73</b>	

*\*Pursuant to the certificate dated July 19, 2024, issued by M/s. Katariya & Munot, Chartered Accountants.*

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, our Company has obtained the requisite certificate dated December 23, 2023 from M/s. Katariya & Munot, Chartered Accountants, for the loans to be prepaid by our Company.

For further details in relation to our borrowings, please refer section “**Financial Indebtedness**” on page 164 of this RHP.

The selection of borrowings proposed to be prepaid or repaid out of the borrowings provided in the table above has been based on various factors including (i) any condition (including prepayment related conditions) attached to the borrowings restricting our ability to prepay the borrowings; (ii) other commercial considerations including, among others, the interest rate on the loans and/or facilities, the amount of the loan outstanding and the remaining tenor of the loan; (iii) receipt of consents for prepayment from the respective lenders and terms and conditions of such consents and waivers and (iv) levy of any prepayment penalties/premium and the quantum thereof and other related costs; and (v) nature and/or repayment schedule of borrowings. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the portion of the Net Proceeds allocated towards general corporate purpose as may be decided by our Company.

Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed ₹ 917.73 Lakhs

For the purposes of the Issue, our Company has intimated and has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Issue and for the deployment of the Net Proceeds towards the objects set out in this section.

Our Company shall deploy a portion of the Net Proceeds, for the purpose of prepayment or repayment of all or a portion of the abovementioned borrowings.

## **2) Funding the working capital requirements of our company**

Our Company proposes to utilise ₹ 1080.00 Lakhs from the Net Proceeds towards funding its working capital requirements in Fiscal 2025.

We have significant working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions and non-banking financial companies. Our Company requires additional working capital for funding future growth requirements of our Company. As of June 30, 2024, the aggregate amount sanctioned by the banks to our Company under the fund based working capital facilities amounted to ₹ 1354.54 Lakhs. For details of the working capital facilities availed by us, see “**Financial Indebtedness**” on page 164 of this RHP.

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

The details of our Company’s working capital as at March 31, 2022, March 31 2023, March 31 2024 and for the period ending June 30, 2024 and the source of funding, derived from the financial statements of our Company, as certified by M/s Katariya & Munot, Chartered Accountants through their certificate dated July 19, 2024 are provided in the table below:



(₹ in Lakhs)

Particulars	Fiscal 2022 (Restated)	Fiscal 2023 (Restated)	Fiscal 2024 (Restated)	Period Ended June 2024 (Restated)	Fiscal 2025 (Estimated)
<b>Current Assets</b>					
Trade Receivables	980.29	602.84	1,575.59	2,025.60	2,532.00
Cash and Bank Balances	121.88	610.79	60.64	240.77	288.92
Short term loan and advances	132.55	164.12	101.99	111.64	117.22
Other current assets	814.40	889.56	922.14	1,145.71	1,203.00
<b>Total (A)</b>	<b>2,049.12</b>	<b>2,267.31</b>	<b>2,660.36</b>	<b>3,523.72</b>	<b>4,141.14</b>
<b>Current Liabilities</b>					
Trade Payables	73.30	289.08	135.70	110.80	178.12
Other Current Liabilities & Short Term Provision	463.64	869.21	1,020.70	972.95	1,216.19
<b>Total (B)</b>	<b>536.94</b>	<b>1,158.29</b>	<b>1,156.40</b>	<b>1,083.75</b>	<b>1,394.30</b>
<b>Total Working Capital (A)-(B)</b>	<b>1,512.18</b>	<b>1,109.02</b>	<b>1,503.96</b>	<b>2,439.97</b>	<b>2,746.84</b>
<b>Funding Pattern</b>					
<i>I) Borrowings for meeting working capital requirements</i>	1,512.18	1,109.02	617.83	861.29	258.39
<i>II) Net worth / Internal Accruals</i>	-	-	886.13	1,578.68	1,408.45
<i>III) Proceeds from IPO</i>			-	-	1,080.00

\*Pursuant to the certificate dated July 19, 2024, issued by M/s. Katariya & Munot, Chartered Accountants.

#### Assumptions for our estimated working capital requirements

The table below sets forth the details of holding levels (in days) for Fiscal 2021, Fiscal 2022, Fiscal 2023, six months ended September 30, 2023, as well as estimated holding levels (in days) for Fiscal 2024:

Particulars	Holding Level for year/period ended				
	Fiscal 2022 (Restated)	Fiscal 2023 (Restated)	Fiscal 2024 (Restated)	Period Ended June 2024 (Restated)	Fiscal 2025 (Estimated)
	(in Days)	(in Days)	(in Days)	(in Days)	(in Days)
Trade Receivables	87	51	55	69	70
Trade Payables	6	13	12	6	6

Particulars	Justification
Trade Receivable	<p>The nature of the business involves providing services to clients, often on credit terms. In the IT industry, where projects may have extended timelines, it's common for payment terms to extend beyond the industry standard of 45 days. Clients may negotiate longer payment cycles due to the intangible and often long-term benefits of IT services. The holding level of trade receivables (in days ) for the company has experienced fluctuations over the years. In fiscal 2022, 87 days holding period were raising concerns about delayed cash followed by a decline in fiscal 2023. Such variations stem from changes in client composition, project sizes, or economic conditions impacting client payment behaviours.</p> <p>In fiscal 2023, there was a notable improvement, with the holding level dropping to 51 days, reflecting efforts to streamline receivables. There was a increase in the holding level to 55 days in fiscal 2024 and 69 days in Quater ended June 2024. Due to increased turnover and inclusion of new projects in hand, Hence, management is able achieve and optimize its receivables management.</p> <p>The company is expecting to maintain a projected of 70 days fiscal year 2025 as achievable collection days with an increased turnover in the tenure.</p> <p>In conclusion, the justification for the holding levels of trade receivables in days for the described company lies in the nature of the IT industry, the geographical spread of operations, historical trends, industry standards, and financial projections. While variations occur due to various factors, the overall trend indicates alignment with industry norms and ongoing efforts to improve credit management practices.</p>
Trade Payable	<p>The increase in the holding level of Trade Payables over the specified periods can be attributed to several factors within the company's operational landscape. In Fiscal 2022, the holding level was relatively lower at 6 days, indicating efficient management of payables. The subsequent increase to 13 days in Fiscal 2023 reflects a deliberate extension of payment periods. This strategic decision may have been influenced by the company's major expenditures, including employee benefits and payments to vendors for IT outsourcing services. The company likely aimed to optimize its working capital and ensure a consistent cash flow.</p> <p>The Company has able a maintain up to 13 days of holding days over the periodss. It is expecting to reduction up to 6 days for fiscal 2025. In summary, the fluctuation in Trade Payables holding days reflects a dynamic approach to managing financial resources, potentially influenced by the company's expenditure composition and its reliance on working capital debt for repayment.</p>

**Working Capital Cycle Calculation:**

The Company is in the IT Consulting business. The invoicing is done under 2 different methods:

- a. **On a monthly basis, on a time and material basis:** More than 80% of the invoicing is done under this method. Under this method the invoice is raised based on the hours / days spent or allocated to the project, and the payment terms are net 45 days from the date of Invoice.
- b. **Milestone basis:** Under this method, the milestone is defined for raising the invoice and invoice is raised on completion of the milestone. The payment terms are still Net 45 days from the date of Invoice.

**For Illustration:** A new Project has been awarded on 1<sup>st</sup> April’ 24 where 10 employees are deployed. Under time and material, the invoicing will be raised in 1<sup>st</sup> week of May’ 24, say 7<sup>th</sup> May ’24, on approval of hrs./days of the employees deployed by the client.

Payment will be due in 45 days, from 7<sup>th</sup> May’24 which is 21<sup>st</sup> June’24.

So, by the time the company receives the payment from the client, the company would have paid salary to the employees for the month of April and May which is 2 months, and this cycle continues.

Moreover, the company is liable to pay GST on an accrual basis as soon as the invoice is raised, which further increases the working capital requirement.

So, for each additional new employee which is deployed on a project, the company would need 2 months of salary as working capital requirements. In Other words, as the sales grows, the working capital requirement also grows.

**Other Factors which impact working Capital:**

- **Client Concentration:** Relying on a few large clients can be risky if they delay payments.
- **Utilization Rates:** Higher utilization rates of consultants can improve revenue, Profitability and cash flow.
- **Cost Control:** Effective management of operating costs, such as office space, technology, and administrative expenses, can affect the amount of working capital required.
- **Pricing Pressure:** Competitive pricing can squeeze margins, affecting cash flow and working capital.
- **Compliance Costs:** Adherence to industry regulations and standards can increase operational costs.
- **Expansion Plans:** Entering new markets or scaling operations can require significant working capital.

**The change in working capital from Fiscal Year 2021 to Fiscal Year 2022 can be attributed below:**

**Decrease in working capital from Rs. 2139.07 lakhs to Rs. 1512.18 lakhs**

**Decrease in Other current asset and liabilities:**

In fiscal year 2022, our company experienced a decline in overall revenue compared to 2021, attributed to the absence of new billings and a consequent reduction in unbilled revenue in classified under other current asset i.e. from 1510.30 Lakhs to 814.26 lakhs.

Also, the company experienced a lower customer advance in fiscal year 2022 which enhance the requirement of funds.

**Overall, the change in working capital is due to the company's regular business operation to manage its liquidity amid a decrease in turnover, slow recovery from customers, and such increased reliance on short-term financing lead a bridge the working capital gap and ensure the smooth functioning of day-to-day operations despite the challenging economic conditions.**

**The change in working capital from Fiscal Year 2022 to Fiscal Year 2023 can be attributed below:**

**Decrease in working capital from Rs.1512.18 lakhs to 1109.02 lakhs**

**Increase in cash and bank balance along with increase in other current liabilities such as employee payable and statutory dues:**

Cash and Bank Balances increased notably from Rs. 121.88 lakhs to Rs. 610.79 lakhs. This significant increase in cash were due to increased collection from customer, later was utilised in order to pay off borrowings and balance amount was parked in the account in order to pay off company's regular operational expense like statutory dues employee cost as and when due.

Hence, there is was a increase in cash and bank balances, with an increase in current liabilities which were settled in followings months as and when due, hence the overall working capital has decreased due to a compared to current assets.

**The change in working capital from Fiscal Year 2023 to Fiscal period ended September 2023 can be attributed below:**

**Increase in working capital from Rs. 1109.02 lakhs to Rs.1514.23 lakhs.**

**Increase in trade receivable.**

It is observed that an increase in customer receivables for the reporting period due to increase in turnover for the same. Also, the company had to serve an average of 2 months receivable recycle due to which the company had to rely on short term financing in order to meet its ongoing funding gap.

Hence the company experiences a high increase in the working capital gap due to increase trade receivable.

**The change in working capital from Fiscal period ended September 2023 to Fiscal Year 2024 can be attributed below:**

**Decrease in working capital from Rs.1514.23 lakhs to 1,503.96 lakhs.**

**Increase in other current liabilities such as employee payable and statutory dues**

It is as due to increase in turnover business operations, expansion and new addition of customer, on the contrary, It is expected to have a increase in other current liabilities for fiscal 2024. As the company is serving huge debtors' days due to which it is struggling to paying off its statutory payment and contractual manpower and inhouse employee cost through internal accruals, hence all such liabilities are catered through short- and long-term financing

Hence the company has to majorly depend upon short-term financing to meet up to payment cycle due to moderate collection period with such high increase in turnover.

**The estimations in working capital from March 2024 to Fiscal Year 2025 can be attributed below:**

**Increase in working capital from Rs. 1503.96 lakhs to Rs. 2439.97 lakhs**

**Increase in trade receivable, Other current asset and other current liabilities:**

In fiscal year 2025, the company has expected in overall increase in revenue which will eventually increase direct operating cost i.e. employee cost and other compliance cost and to cater such nature of working operating cycle, The company is expecting a increase in working capital. Hence, we can observe increase in trade receivable and current operating liabilities.

**3) General corporate purposes**

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for General corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- a) Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our company;
- b) Funding the working capital requirements of our company
- c) strategic initiatives, partnerships, joint ventures and acquisitions;
- d) funding growth opportunities;
- e) brand building and strengthening of promotional & marketing activities; and
- f) On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “Utilization of Net proceeds” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

## ISSUE RELATED EXPENSES

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

(₹ in Lakhs)

Sr. No.	Particulars	Amount	% of total expenses	% of total issue size
1	Issue Management fees including Merchant Banking fees, Underwriting fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses	[●]	[●]	[●]
2	Advertising and Marketing Expenses	[●]	[●]	[●]
3	Fees payable to the stock exchange(s)	[●]	[●]	[●]
4	Printing & Stationery, Distribution, Postage, etc.	[●]	[●]	[●]
5	Brokerage and Selling Commission (1)(2)(3)	[●]	[●]	[●]
6	Other Expenses (Banker’s to the Issue, Auditor’s Fees etc.)			
<b>Total Estimated Issue Expense</b>		[●]	[●]	[●]

- (1) ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.
- (2) Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) – Rs 10/- per application on wherein shares are allotted.
- (3) Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted.
- (4) Sponsor Bank shall be payable processing fees on UPI application processed by them - Rs 10/- per application on wherein shares are allotted.
- (5) No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- (6) The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.
- (7) Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

### **Funds Deployed and Source of Funds Deployed:**

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

<b>Particulars</b>	<b>Amount (₹ in Lakhs)</b>
Issue Expenses	[●]
Total	[●]

### **Sources of Financing for the Funds Deployed**

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the sources of financing for the funds deployed for the proposed object of the Issue:

<b>Particulars</b>	<b>Amount (₹ in Lakhs)</b>
Internal Accruals	[●]
Total	[●]

### **Shortfall of Funds**

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

### **Bridge Financing Facilities**

As on the date of this Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### **Monitoring Utilization of Funds**

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

### **Interim Use of Proceeds**

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

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

### **Variation in Objects**

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

**Other confirmations**

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

## **BASIS FOR ISSUE PRICE**

Investors should read the following summary with the sections titled “**Risk Factors**”, the details about the company under the section titled “**Our Business**” and its financial statements under the section titled “**Restated Financial Statements**” beginning on pages 34, 110 and 161 respectively, of this RHP to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

The Price Band/ Issue Price shall be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the quantitative and qualitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and 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.

### **Qualitative Factors**

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

- Experienced Promoter and Qualified Senior Management Team
- Global presence of our Company
- Scalable Business Model
- Strategy to build capacity and capabilities necessary to develop and increase the value of the business by growth across multiple dimensions, including strengthening our relationships with our existing clients, expansion of our digital engineering and embedded capabilities.
- Our Customer- Centric Approach
- Marquee set of clients
- Exclusive Agreement for Certain Domains
- In- House Expertise/Human Resource- Our team comprises of highly skilled professionals with a prudent mix of experienced and young professional with diverse expertise.

### **Quantitative Factors**

The information presented below relating to our company is based on the Restated Financial Statements of the Company for the three months period ended June 30, 2024 and financial year ended March 31, 2024, 2023 and 2022. For more details, please refer the section titled “**Restated Financial Statements**” beginning on page 161 of this Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy.

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

#### **1. Basic and Diluted Earnings per Share (“EPS”) (Face Value of ₹ 10/- each)**

	<b>Basic &amp; Diluted</b>	
	<b>EPS (in ₹)*</b>	<b>Weights</b>
Financial year ending on March 31, 2022	(6.07)	1
Financial year ending on March 31, 2023	1.20	2
Financial year ending on March 31, 2024	4.06	3
<b>Weighted Average (of the above three financial years)</b>		<b>1.42</b>
Three months period ended June 30, 2024 <sup>#</sup>		<b>2.71</b>

<sup>#</sup>Not Annualised

\* After giving effect of Bonus Issue of 87,21,220 Equity Shares in the ratio of 20:1.

Notes:

a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

b. Diluted EPS has been calculated as per the following formula:



$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/(loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

- c. The figures disclosed above are based on the Restated Financial Statements of the Company.
- d. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year/period.
- e. Basic and Diluted EPS calculations are in accordance with *Accounting Standard –0 - “Earnings per Share”*, issued by the Institute of Chartered Accountants of India.
- f. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in the section titled “*Restated Financial Statements*” beginning on page 161 of this Red Herring Prospectus.

**2. Price Earnings Ratio (“P/E”) in relation to the Price Band of ₹ [•] to ₹ [•] per Equity Share of Face Value of Rs. 10/- each fully paid up:**

Particulars	P/E Ratio at the Floor Price	P/E Ratio at the Cap Price
P/E ratio based on the Basic and Diluted EPS, as at March 31, 2022	[•]	[•]
P/E ratio based on the Basic and Diluted EPS, as at March 31, 2023	[•]	[•]
P/E ratio based on the Basic and Diluted EPS, as at March 31, 2024	[•]	[•]
P/E ratio based on the Weighted Average EPS, as restated	[•]	[•]

*\*The details shall be provided post the fixing of the price band by our company at the stage of filing of the price band advertisement.*

Notes:

- i. The P/E Ratio of our company has been computed by dividing Issue Price with EPS.

**Industry PE ratio**

Particulars	P/E Ratio*
Highest	34.29
Lowest	34.29
Industry Composite	34.29

*\* Closing market price of the peers considered as January 05, 2024 on BSE.*

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

Period / Year ended	RoNW (%)	Weight
Financial Year ended on March 31, 2022	-82.58%	1
Financial Year ended on March 31, 2023	14.06%	2
Financial Year ended on March 31, 2024	31.63%	3
<b>Weighted Average (of the above three financial years)</b>	<b>6.73%</b>	
Three months period ended on June 30, 2024	<b>17.54%</b>	

Notes:

- i) Return on Net worth has been calculated as per the following formula:

$$\text{RONW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

Weighted Average=  $\frac{\text{Aggregate of year-wise weighted RoNW i.e (RoNW x Weights) for each year}}{\text{Aggregate of Weights}}$

iii) The figures disclosed above are based on the Restated Financial Statements of the company.

#### 4. Net Asset Value (NAV) Per Equity Share

Financial Year	NAV* (in ₹)
NAV as at March 31, 2022	7.36
NAV as at March 31, 2023	8.56
NAV as at March 31, 2024	12.74
NAV as on June 30, 2024	15.45
NAV per Equity share after the Issue	[●]
Issue Price per Equity Share	[●]

\* After giving effect of Bonus Issue of 87,21,220 Equity Shares in the ratio of 20:1.

Notes:

Net Asset Value has been calculated as per the following formula

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$$

- The figures disclosed above are based on the Restated Financial Statements of the company.
- Net worth is computed as the sum of the aggregate of paid up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Issue Price per Equity Share will be determined by our company in consultation with the BRLM.

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

Name of the Company	Face Value (₹)	Current Market Price*	EPS (₹)		P/E Ratio*	RoNW (%)	Net Asset Value Per Share	Total Income (₹ in Lakhs)
			Basic	Diluted				
S A Tech Software India Limited (Our company)	10.00	[●]	1.19	1.19	[●]	13.96	178.63	5673.05
<b>Peer Group</b>								
ASM Technologies Limited	10.00	474.85	15.06	15.06	55.14	13.31	67.05	14,963.50
Moschip Technologies Ltd	2.00	98.82	0.32	0.30	165.18	5.46	6.8	17,565.90
Infobeans Technologies Ltd	10.00	440.55	15.18	15.09	30.34	13.24	111.98	24,835.00
Onward Technologies Ltd	10.00	620.50	7.34	7.16	55.77	6.60	77.94	32,461.84
3i Infotech Ltd	10.00	53.64	3.10	3.05	343.13	0.21	38.16	39,120.00

\*Pursuant to the certificate dated July 19, 2024, issued by M/s. Katariya & Munot, Chartered Accountants.

\* Closing market price of the peers considered as January 05, 2024 on BSE

Notes:

- The EPS, NAV, RoNW and Total Income of our company are taken as per Restated Financial Statement for the Financial year ended March 31, 2023.
- NAV per share is computed as the closing net worth divided by the weighted average number of paid-up equity shares as on March 31, 2023.

- iii. RoNW has been computed as net profit after tax divided by closing net worth.
- iv. Net worth has been computed in the manner as specified in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- v. The face value of Equity Shares of our company is ₹ 10/- per Equity Share and the Issue Price is [●] times the face value of equity share.

For further details please refer section titled '**Risk Factors**' beginning on page 34 of this RHP and the financials of the Company including profitability and return ratios, as set out in the section titled '**Financial Information**' beginning on page 161 of this Red Herring Prospectus for a more informed view.

## 6. Key financial and operational Performance Indicators (“KPIs”)

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analysing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 08, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the KPIs herein have been certified by M/s. Katariya & Munot, Chartered Accountants, by their certificate dated July 19, 2024 vide UDIN 24119638BKARWF6821. 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 Red Herring Prospectus.

For the details of our key performance indicators, see sections titled “**Risk Factors**” “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators**” on pages 34, 110 and 170, respectively of this RHP. We have described and defined them, where applicable, in “**Definitions and Abbreviations**” section on page 6 of this RHP. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the **Objects of the Issue**, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

**Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company**

### KPI Indicators

(Amount in Lakhs, except EPS, % and ratios)

Key Performance Indicator	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,388.87	7,188.22	5,639.31	4,106.11
Growth in revenue from operations (%)	N.A.	27.47%	37.34%	(24.48%)
Total Income <sup>(2)</sup>	2,397.18	7,238.12	5,673.05	4,154.37
EBITDA <sup>(3)</sup>	413.93	875.32	520.10	(399.00)
EBITDA Margin (%) <sup>(4)</sup>	17.33%	12.18%	9.22%	(9.72%)
Restated profit for the period/year <sup>(5)</sup>	248.07	368.86	108.59	(548.25)
Restated profit for the period/year Margin (%) <sup>(6)</sup>	10.38%	5.13%	1.93%	(13.35%)

Return on Net worth <sup>(7)</sup>	17.54%	31.63%	14.06%	(82.58%)
Return on Average Equity ("RoAE") (%) <sup>(8)</sup>	19.22%	38.05%	15.12%	(58.45%)
Return on Capital Employed("RoCE")(%) <sup>(9)</sup>	10.95%	32.24%	19.66%	(17.35%)
Debt-Equity Ratio <sup>(10)</sup>	1.49	1.10	1.89	2.95

\*Pursuant to the certificate dated July 19, 2024, issued by M/s. Katariya & Munot, Chartered Accountants.

Notes:

- (1) Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.
- (2) Total income includes revenue from operations and other income.
- (3) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back interest cost, depreciation, and amortization expense.
- (4) EBITDA margin is calculated as EBITDA as a percentage of total income.
- (5) Restated profit for the period / year margin is calculated as restated profit for the period / year divided by revenue from operations.
- (6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- (7) Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Net worth at the end of respective period/year. Networth means aggregate value of the paid-up equity share capital and reserves & surplus.
- (8) RoAE is calculated as Net profit after tax divided by Average Equity.
- (9) Return on capital employed calculated as Earnings before interest and taxes divided by capital employed as at the end of respective period/year. (Capital employed calculated as the aggregate value of total Tangible networth, total debt and deferred tax liabilities)
- (10) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long-term and short-term borrowings. Total equity is the sum of share capital and reserves & surplus.

KPI	Explanation
Revenue from operations:	Revenue from operations represents the total turnover of the business as well as provides information regarding the year over year growth of our Company.
Total Income	Total Income is used by our management to obtain a comprehensive view of all income including revenue from operations and other income
EBITDA:	EBITDA is calculated as Restated profit / loss for the period plus tax expense plus depreciation and amortization plus finance costs and any exceptional items. EBITDA provides information regarding the operational efficiency of the business of our Company
EBITDA margin:	EBITDA Margin the percentage of EBITDA divided by revenue from operations and is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.
Restated profit for the period / year:	Restated profit for the period / year represents the profit / loss that our Company makes for the financial year or during a given period. It provides information regarding the profitability of the business of our Company.
Restated profit for the period / year margin:	Restated profit for the period / year Margin is the ratio of Restated profit for the period / year to the total revenue of the Company. It provides information regarding the profitability of the business of our Company as well as to compare against the historical performance of our business.

Return on Net Worth (in %)	Return on Net Worth provides how efficiently our Company generates profits from shareholders' funds.
Return on Average Equity ("RoAE"):	RoAE refers to Restated profit for the period / year divided by Average Equity for the period. Average Equity is calculated as average of the total equity at the beginning and ending of the period. RoAE is an indicator of our Company's efficiency as it measures our Company's profitability. RoAE is indicative of the profit generation by our Company against the equity contribution.
Return on Capital Employed ("RoCE"):	RoCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed by the Company for the period. RoCE is an indicator of our Company's efficiency as it measures our Company's profitability. RoCE is indicative of the profit generation by our Company against the capital employed.
Debt-Equity Ratio (in times)	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability.

*Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.*

For evaluation our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Financial Information. Further, these KPIs may differ from the similar information used by other companies, including peer 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 our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

## **7. Weighted Average Cost of Acquisition (WACA), Floor Price and Cap Price**

### *(a) The price per share of our Company based on the primary/ new issue of shares*

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this Red Herring Prospectus where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (*calculated based on the pre issue capital before such transaction*), in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

Date of allotment	No. of Equity Shares allotted	Face Value	Issue Price	Nature of allotment	Nature of Consideration	Total of Consideration (₹ in Lakhs)
NA						

### *(b) The price per share of our Company based on the secondary sale/ acquisition of 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 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-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

**(c) Weighted average cost of acquisition (WACA), floor price and cap price for the last 3 years preceding the RHP:**

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

Since there are no such transactions to report under 7 (a) and 7 (b), the details of issuance of Equity Shares or convertible securities during the 3 years preceding the date of this Red Herring Prospectus, based on last 5 primary or secondary transactions where promoter/promoter group entities or shareholders selling shares through offer for sale in IPO or shareholders having the right to nominate directors in the Board of the issuer company, are party to the transaction), irrespective of the size of the transactions, is as follows:

Sr. No.	Date of allotment	No. of Shares	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Total Consideration (Rs in Lakhs)
NA							

Further we had not undertaken any primary / new issuance of Equity Shares or any convertible securities during the period of preceding three years from the date of this RHP except for issuance of equity shares on bonus issue as disclosed in the section entitled “*Capital Structure*” on page no. 68 of this RHP.

**8. Explanation for Offer Price / Cap Price being [●] times and [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) in view of the external factors which may have influenced the pricing of the Offer.**

[●]

*(To be updated on finalization of Price.)*

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the demand from investors for the Equity Shares through the Book Building Method. Investors should read the abovementioned information along with “*Risk Factors*”, “*Our Business*” and “*Restated Financial Information*” beginning on pages 34, 110 and 161, respectively, to have a more informed view.

*[The remainder of this page has intentionally been left blank]*

**STATEMENT OF SPECIAL TAX BENEFITS**

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# Katariya & Munot

Chartered Accountants

105-106, B-III, Lloyds Chambers Mangalwar Peth, Maldhakka Chowk, Pune - 411 011  
Off: +91 20 2605 1100, +91 20 4126 7508, + 91 20 4120 1454

## STATEMENT OF TAX BENEFITS

To,

The Board of Directors

S A TECH SOFTWARE INDIA LIMITED

(Formerly S A TECH SOFTWARE INDIA PVT LTD.)

CIN: U72900PN2012FLC145261

Reg Off: Off No. D-6030, 6th Floor Solitaire Bus Hub, Viman Nagar, Pune 411014 MH India

Dear Sir(s),

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of S A TECH SOFTWARE INDIA LIMITED (the "Company" and such offering, the "Issue")**

I report that the enclosed statement in **Annexure**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 ('Act'), as amended by the Finance Act, 2022 i.e. applicable for FY 2024-25 and AY 2025-26, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

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

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

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

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

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

I hereby give consent to include this statement of tax benefits in the Draft Prospectus and the Prospectus and submission of this certificate as may be necessary, to the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed ("**Stock Exchange**") and the Registrar of Companies, Maharashtra at Pune ("**RoC**"), SEBI or any regulatory authority and/or for the records to be maintained by the Lead Manager in



◆ Email : [services@pckca.com](mailto:services@pckca.com)

◆ URL : [www.pckca.com](http://www.pckca.com)



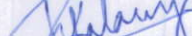
connection with the Issue and in accordance with applicable law.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Draft Prospectus.

Yours sincerely,

For, M/s Katariya & Munot  
Chartered Accountants

FRN: 128438W

  
Poonam Katariya

Partner

M.No.: 119638



Place: Pune

Date:

UDIN: 24119638BKARVS7656

Peer Review No.: 012259

9 JUL 2024

Enclosed as above

Annexure – AX

CC:

Lead Manager to the Issue  
GYR Capital Advisors Private Limited  
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Tel No: +918424030160  
Email: rahul@vidhigyaassociates.com  
Contact Person: Rahul Pandey

## **ANNEXTURE AX**

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders and its Subsidiary under the Taxation Laws 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 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 YOURS OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOURS PARTICULAR SITUATION

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

There are no other special tax benefits being enjoyed by the company.

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

### **C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY**

My Subsidiary Company is not entitled to any special tax benefits under the Taxation Laws.

#### **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. I hereby give my consent to include my above referred opinion regarding the special tax benefits available to the Company, to its shareholders and its Subsidiary in the Draft Prospectus /Prospectus.

## SECTION V ABOUT THE COMPANY

### INDUSTRY OVERVIEW

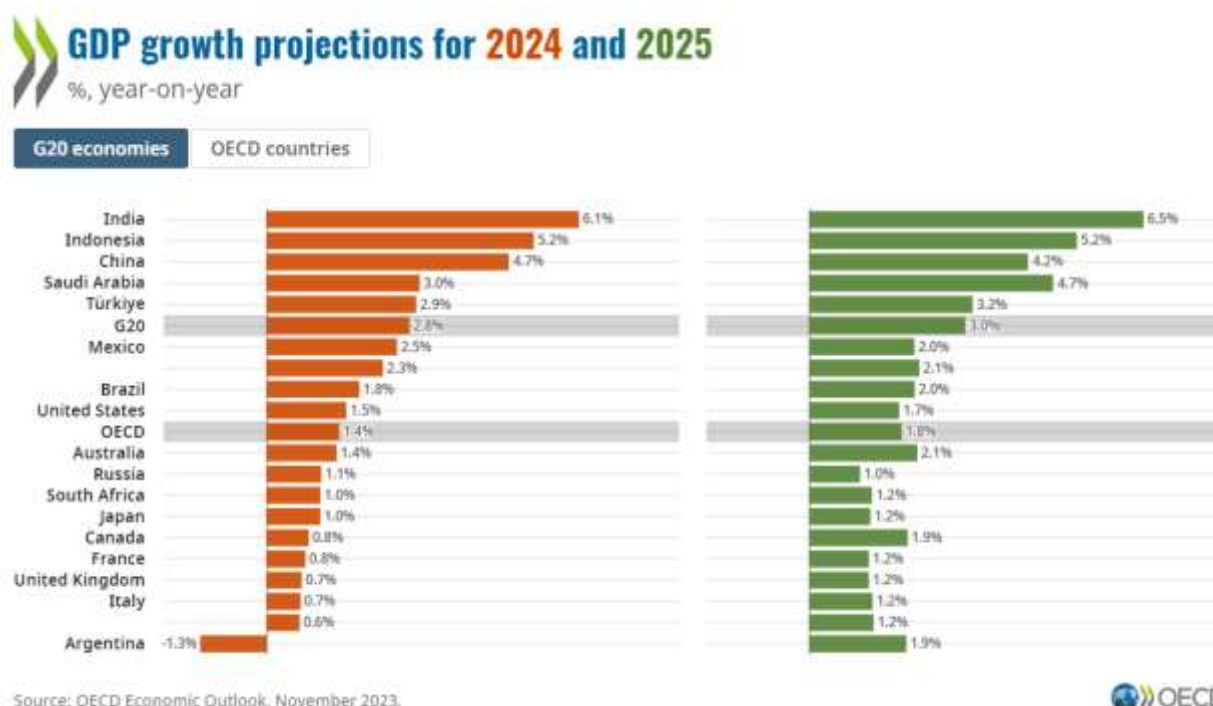
The information contained in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified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

We are an Indian Subsidiary of our California based holding Company i.e., SA Technologies Inc., and have global technology consulting partnership with our holding Company i.e., SA Technologies Inc., founded in San Jose, California with a presence across the USA, Canada, Singapore, and Mexico and state-of-the-art development and support facilities in India, Pune, and Bangalore. Our business broadly includes IT consulting, outsourcing solutions, and tech-driven services.

### GLOBAL ECONOMY

The global economy continues to confront the challenges of inflation and low growth prospects. GDP growth has been stronger than expected so far in 2023 but is now moderating on the back of tighter financial conditions, weak trade growth, and lower business and consumer confidence. Risks to the near-term outlook remain tilted to the downside and include heightened geopolitical tensions, for example, due to the evolving conflict following Hamas' terrorist attacks on Israel; and a larger-than-expected impact of monetary policy tightening. On the upside, growth could also be stronger if households spend more of the excess savings accumulated during the pandemic.

Global growth is projected to be 2.9% in 2023 and weaken to 2.7% in 2024. As inflation abates further and real incomes strengthen, the world economy is projected to grow by 3% in 2025. Global growth remains highly dependent on fast-growing Asian economies.



In the absence of further large shocks to food and energy prices, projected headline inflation is expected to return to levels consistent with central bank targets in most major economies by the end of 2025. Annual OECD headline inflation is expected to fall gradually to 5.2% and 3.8% in 2024 and 2025 respectively, from 7.0% in 2023.

Public debt to GDP ratios today stands at high levels in a historical perspective and governments face mounting fiscal pressures, stemming from multiple sources, including aging societies and the need to tackle climate change. Stylized mechanical projections show that in the absence of government action, the level of public debt to GDP is set to continue to increase to high levels.

Global trade growth has been surprisingly weak over the past year. This is worrying given the importance of trade for productivity and development. Merchandise trade volumes fell by 1.5% in the first half of the year, whilst services trade volumes are estimated to have risen by 6.4%, as the ongoing normalization of travel in Asia helped to boost tourism. Weak trade is not an entirely new development. Since the recovery from the pandemic, trade has fallen relative to GDP, particularly merchandise trade.

Src: <https://www.oecd.org/economic-outlook/november-2023/>

## **INDIAN ECONOMY**

Recovering from pandemic-induced contraction, the Russian-Ukraine conflict, and inflation, the Indian economy is staging a broad-based recovery across sectors, positioning to ascend to the pre-pandemic growth path in FY23. India's GDP growth is expected to remain robust in FY24. GDP forecast for FY24 to be in the range of 6-6.8%.

Private consumption in H1 is the highest since FY15 and this has led to a boost to production activity resulting in enhanced capacity utilization across sectors. The Capital Expenditure of the Central Government and crowding in the private Capex led by strengthening the balance sheets of the corporations is one of the growth drivers of the Indian economy in the current year.

The credit growth to the MSME sector was over 30.6% on average during Jan-Nov 2022. Retail inflation is back within RBI's target range in November 2022. Indian Rupee performed well compared to other Emerging Market Economies in Apr-Dec 2022.

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. Real GDP at constant prices (2011-12) in the first quarter of 2023-24 is estimated at Rs. 40.37 trillion (US\$ 484.94 billion), showing a growth of 7.8% as compared to the first quarter of 2022-23 estimated at Rs. 37.44 trillion (US\$ 449.74 billion). Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022-2023.

In 2023-24 (April-September), India's service exports stood at US\$ 164.89 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-September) were estimated at US\$ 376.29 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization 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, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand throughout April-December 2022. The sector's success is being captured by several 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.

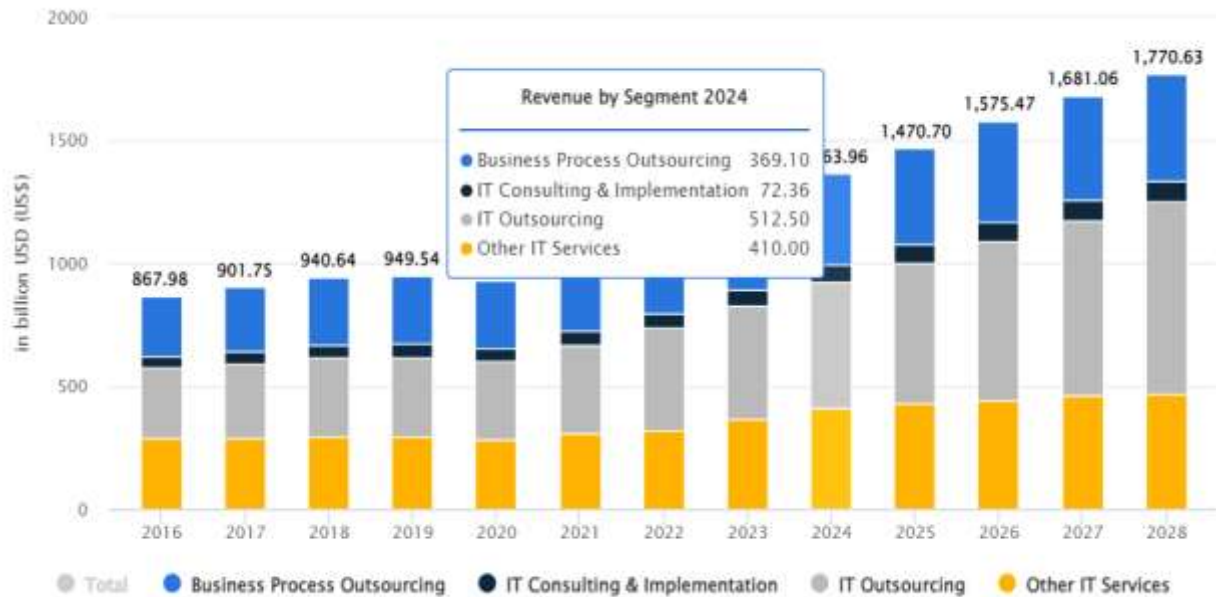
India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Src: <https://www.ibef.org/economy/economic-survey-2022-23>, <https://www.ibef.org/economy/indian-economy-overview>

## Global IT Industry

Revenue in the IT Services market is projected to reach US\$1,241.00bn in 2023. IT Outsourcing dominates the market with a projected market volume of US\$460.10bn in 2023. Revenue is expected to show an annual growth rate (CAGR 2023-2028) of 7.37%, resulting in a market volume of US\$1,771.00bn by 2028. The average Spend per Employee in the IT Services market is projected to reach US\$356.50 in 2023.

In global comparison, most revenue will be generated in the United States (US\$454.70bn in 2023).



The IT industry is experiencing constant development, and new trends are emerging year after year, making the market one of the most significantly growing markets in the technology industry.

Accelerated by the COVID-19 pandemic, many organizations have recognized the need for digital adoption in their business activities (e.g., remote work support, software support, and data security). In order to embrace new technological solutions in a fast, modern, and innovative way, more companies are likely to use external support. There has been a steady increase in demand for IT services that ensure business continuity and strengthen business resilience to weather future disruption. This is the reason why the growth rate of IT services has been on a growth trajectory since 2021. With ongoing digital transformation and automated business processes, the global IT Services market is expected to reach approximately US\$1,771 billion in 2028.

Cloud technology will continue to expand and gradually become a foundation of digital transformation. The increasing demand for cloud services and infrastructure upgrading activities is significantly driving the demand for managed IT services across the emerging market.

Src: <https://www.statista.com/outlook/tmo/it-services/worldwide>

The demand for cloud computing services is expected to drive the demand for IT services during the forecast period. In the cloud computing model, data is stored on the internet by a cloud computing provider, who manages and operates data storage as a service. Many companies are now choosing applications hosted in the cloud for their day-to-day operations. For example, according to statistics provided by hostingtribunal.com, 60% of computing workloads were running in the public cloud in 2019. Similarly, 94% of enterprise workloads are expected to be processed by cloud data centers in 2021. Companies are also opting for cloud-based data storage, thus boosting the demand for IT services.

The information technology (IT) market consists of revenues earned by entities by providing IT services such as computer networking, broadcasting, systems design services, and information distribution technologies like

television and telephones and other equipment used during the process. The market value includes the value of related goods sold by the service provider or included within the service offering. The information technology market also includes sales of computers, computer peripherals, and telecommunications equipment which are used in providing IT services.

Values in this market are 'factory gate' values, that is the value of goods sold by the manufacturers or creators of the goods, whether to other entities (including downstream manufacturers, wholesalers, distributors, and retailers) or directly to end customers. The value of goods in this market includes related services sold by the creators of the goods. Only goods and services traded between entities or sold to end consumers are included.

The outbreak of COVID-19 disease (COVID-19) has acted as a significant restraint on the information technology market in 2020 as supply chains were disrupted due to trade restrictions and employees working for these establishments faced difficulties related to infrastructure and communication owing to lockdowns imposed by governments globally, forcing them to work from home. COVID-19 is an infectious disease with flu-like symptoms including fever, cough, and difficulty in breathing.

The virus was first identified in 2019 in Wuhan, Hubei province of the People's Republic of China, and spread globally, including Western Europe, North America, and Asia. Steps by national governments to contain the transmission have resulted in a decline in economic activity, with countries entering a state of 'lockdown,' and the outbreak hurt businesses throughout 2020 and into 2021. However, it is expected that the information technology market will recover from the shock across the forecast period as it is a 'black swan event and not related to ongoing or fundamental weaknesses in the market or the global economy.

Src: <https://www.researchandmarkets.com/reports/5781249/information-technology-global-market-report>

### **Indian IT 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 7.4% of India's GDP in FY22, 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).

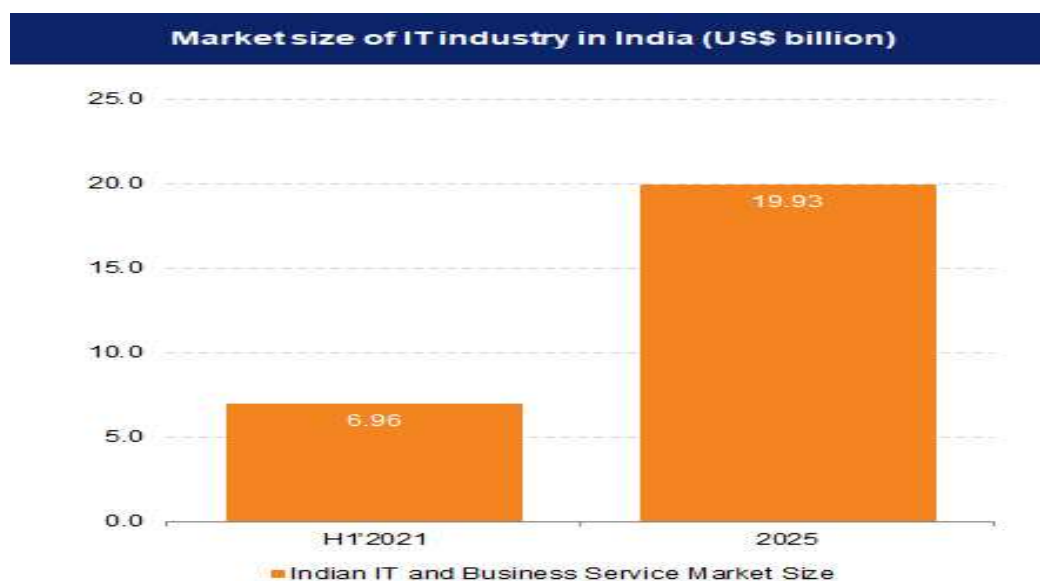
### **Indian IT Market Size**

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. In 2022, the Indian domestic IT & Business Services market was valued at US\$ 13.87 billion and recorded a 7.4% year-over-year (YoY) growth as compared to 7.2% in 2021. IT spending in India is expected to increase to US\$ 110.3 billion in 2023 from an estimated US\$ 81.89 billion in 2021.

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 centers. 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. 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\$ 178 billion in FY22. Export of IT services was the major contributor, accounting for more than 51% of total IT export (including hardware). BPM and engineering and R&D (ER&D) and software products export accounted for 20.78% each to total IT exports during FY21. The ER&D market was expected to grow to US\$ 42 billion by 2022.

The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.

### **Indian Advantage**

In FY21, India ranked third worldwide with 608,000 cloud experts across all verticals, including technology. The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 95.88 billion between April 2000 and June 2023.

Indian IT firms have delivery centers across the world. The IT & BPM industry is well diversified across verticals such as BFSI, telecom, and retail. Increasing strategic alliance between domestic and international players to deliver solutions across the globe.

In FY22, the top three Indian IT companies, TCS, Wipro, and Infosys, were expected to offer 1.05 lakh job opportunities due to the increasing demand for talent and skill. India's IT and business services market is projected to reach US\$ 19.93 billion by 2025. IT spending in India is expected to increase to US\$ 110.3 billion in 2023 from an estimated US\$ 81.89 billion in 2021.

### **Recent Investments/Developments in the IT industry**

- 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 totaled 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, 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 totaling more than US\$ 4.4 billion in India.
- In November 2022, Google established a partnership with local gaming startup Super Gaming 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 Super Gaming's Super Platform game engine.

- 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.
- The computer software and hardware sector in India attracted cumulative foreign investment (FDI) inflows worth US\$ 95.88 billion between April 2000-June 2023. The sector ranked second in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 15% of the cumulative FDI inflows.
- 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.  
Src: <https://www.ibef.org/industry/information-technology-india>

### **Global Capability Centres: India's transition from Global Delivery Centre to Global Capability Centre**

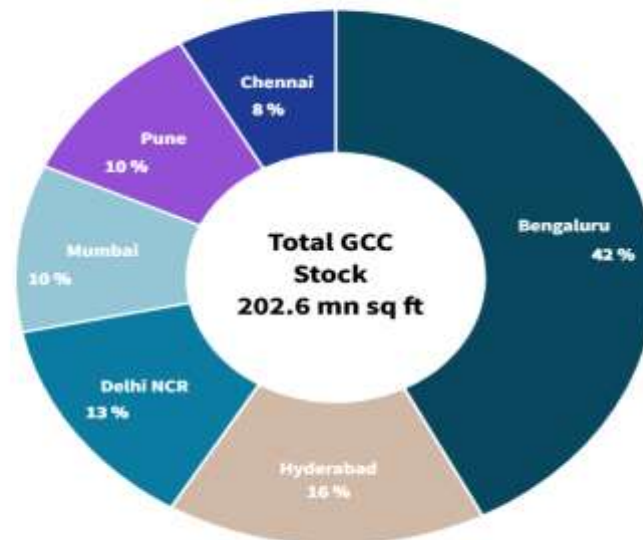
Global capability centers, also known as GCCs or GICs, are offshore units of multinational corporations that operate across the globe. These centers are responsible for providing various support services, such as IT, finance, human resources, and analytics, to their parent organizations. Earlier, these units were primarily established to offshore back-office processes, but that is not the case today. GCCs of today handle more complex line items across the organization's value chain. They have become centers of operational excellence, product development, and innovation hubs.

India is home to more than 1,800 global capability centres, which employ over 1.3 million people. These centers have played a significant role in India's economic growth, providing high-quality employment opportunities, and contributing to the country's GDP. These GCCs, which represent global companies in India, are spread across sectors including technology, engineering, consulting, and many more. In fact, the country's large pool of talented and skilled professionals, cost-effectiveness, and supportive government policies have made India the preferred destination for many such innovation hubs.

Cities like Bengaluru, Hyderabad, Delhi NCR, Mumbai, Pune, and Chennai are the most popular destinations, offering a conducive environment for global capability centres in India, with their robust infrastructure, access to talent, and supportive ecosystem. US-headquartered firms account for the majority of the operational GCC footprint in the top 6 cities of India, followed by European firms (35%). The share of APAC-based GCCs is currently quite less but is ramping up, backed by regional unicorns. In addition, office stock occupied by GCCs across the top six cities has crossed 200 mn sq ft and is growing rapidly with time.



## More than 55% of the GCC stock in India is concentrated in Bengaluru and Hyderabad



Source: CBE Matrix, JLL Research

### How India benefits Global Capability Centres?

There are many growth drivers that have and continue to impact the rise of global captive centres in India. These include:

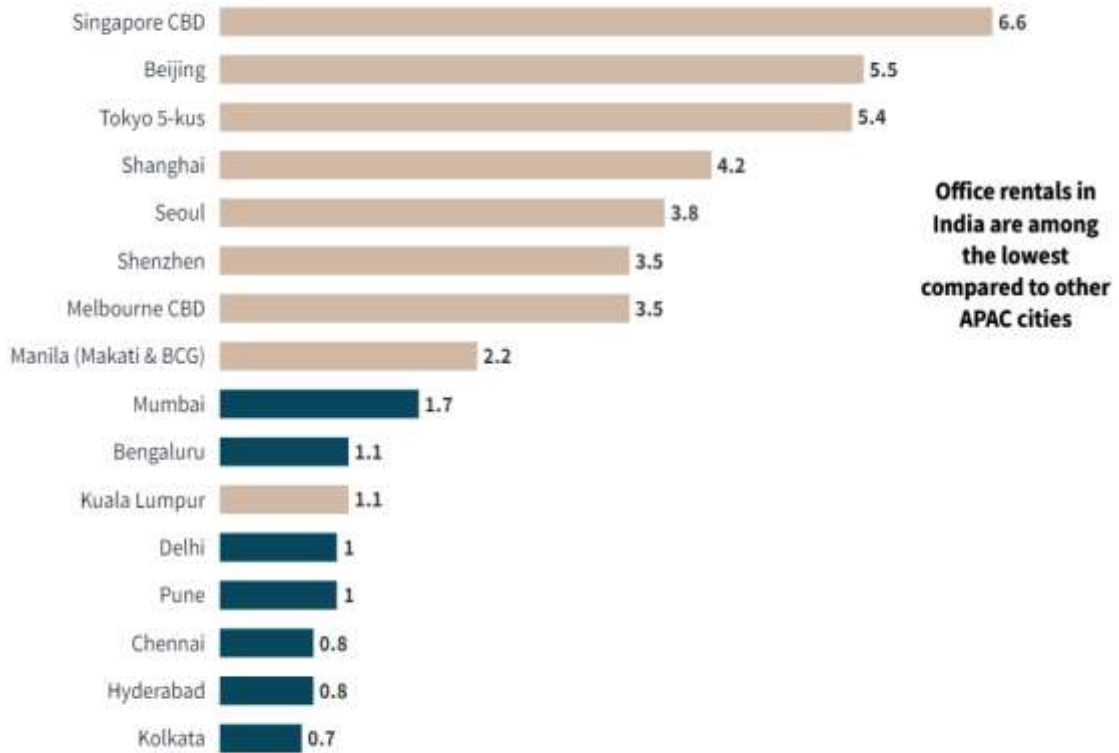
#### *Easy and Effective talent*

One of the significant advantages of global capability centres in India is the availability of a highly skilled workforce. India produces millions of graduates each year, many of whom are trained in engineering, computer science, and business management. These graduates are highly motivated, possess excellent technical skills, and have a good understanding of international business practices. Global companies in India are therefore able to leverage this talent pool to provide a wide range of services to their clients across the world.

#### *Facilities to match expectations at a reasonable cost*

Cost-effectiveness is another advantage of global capability centres in India. The cost of operating a captive center in India is much lower than in developed countries, such as the US and the UK. This is due to lower salaries, lower real estate costs, and favorable exchange rates. Global companies are, therefore, able to reduce their operating costs significantly by establishing a GCC in India. Indian cities offer occupiers relatively lower rentals for Grade A offices while institutional landlords driving the push for improved services and quality of real estate, making it attractive for MNCs to set up their global in-house centres.

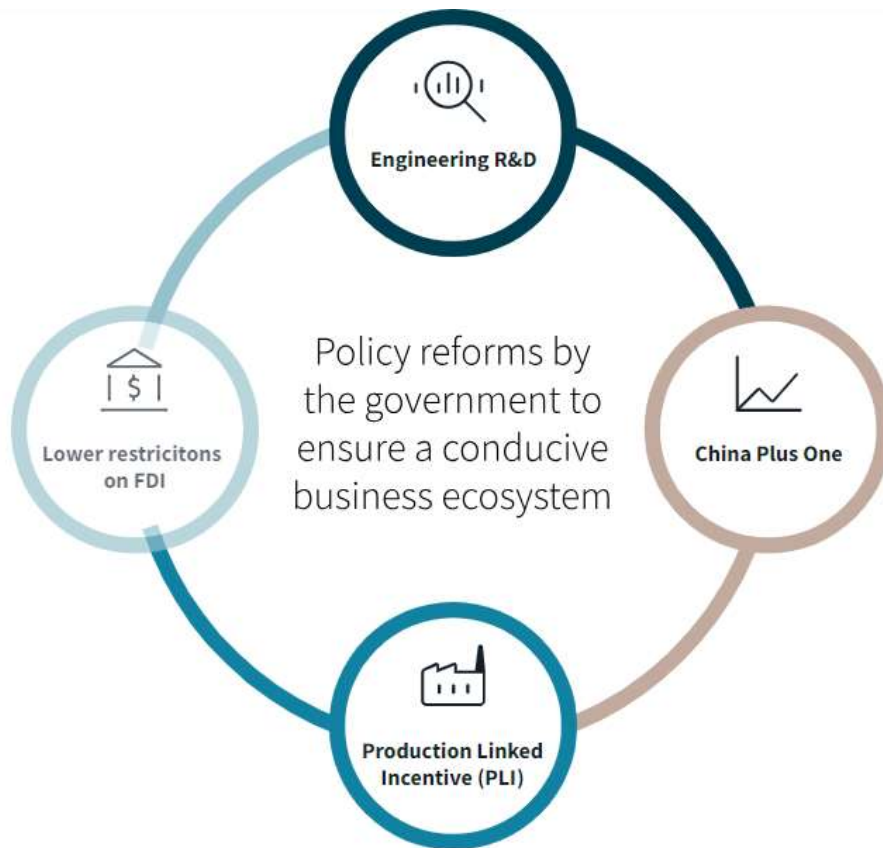
## India's real estate cost competitiveness is intact



Source: JLL Research

### ***Government Support***

The Indian government has been supportive of setting up global capability centres, providing various incentives and initiatives to attract foreign investment. The government has set up special economic zones (SEZs) where companies can set up their GCCs and have access to various tax incentives and other benefits. The government has also implemented policies to promote innovation and research and development, which has helped captive centres in India to develop cutting-edge technologies and services.



In addition to these, India's robust startup ecosystem, bustling infrastructure and consistent development across technology and sectors have helped GCCs emerge as a key driver of the country's economic growth. Majority of the global companies in India today cater to the tech industry and the sector now employs over 5 million with GCCs accounting for a significant 50% share of this number.

These centres have been able to leverage India's talent pool, cost-effectiveness, and supportive government policies to deliver high-quality services to their clients across the globe. With the increasing demand for outsourcing and the growth of the IT industry, global capability centres in India are expected to continue to play a significant role in the country's economic development.

Src: <https://www.jll.co.in/en/trends-and-insights/research/the-rise-of-global-capabilities-centres-in-india#:~:text=Global%20capability%20centres%2C%20also%20known,that%20operate%20across%20the%20globe.>

## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section “**Forward-Looking Statements**” on page 23 for a discussion of the risks and uncertainties related to those statements and the section “**Risk Factors**” beginning on page 34 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in “**Risk Factors**”, “**Industry Overview**”, “**Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 34, 101, 161 and 170, respectively.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for the three months period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 included in this Red Herring Prospectus. For further information, see “**Restated Financial Statements**” on page 161 of this Red Herring Prospectus. Unless the context otherwise requires, in this section, reference to “we”, “us”, “our”, “Company” or “Our Company” refers to S A Tech Software India Limited.*

### OVERVIEW

We, S A Tech Software India Limited (“SAT”) centered in Pune and Bengaluru, is an IT consulting Subsidiary Company of foreign body corporate SA Technologies Inc, USA promoted by Mr. Manoj Joshi and Ms. Priyanka Joshi; some diligent promoters who have more than two decades of experience in Information Technology. We are an AI-driven IT consulting company, offering scalable IT outsourcing solutions and Global Development Centers (GDCs) that enhance business agility and efficiency. Our services range from individual support to large-scale enterprise transformations, providing the flexibility to scale from 1 to 1000 professionals as needed. Our GDCs drive innovation and R&D, deliver cost-efficient solutions, ensure stringent quality assurance, and provide 24/7 operations. Our Company has experience of catering to global as well as domestic customers since more than a decade. Our company has entered into a Service Partnership with our holding Company to cater to the needs of foreign clients. We service to a diverse portfolio of clients ranging from small to Enterprise ones, offering products and digital solutions. With the benefit of global presence, we bring together diverse teams from different parts of the world with multiple skills to collaborate in real time and solve complex technological problems for our clients. We have a diversified global presence across USA and Canada because of our Parent and Group Companies. We have had long lasting relationships with some of our clients who have shown deeper trust in our services. Due to the long- standing relationships with some of our enterprise clients, we have been able to garner the trust of other clients and has provided a balanced mix of stability and growth with revenue stability and further growth opportunities

In a world that is becoming increasingly complex, with shortening product innovation timelines and rapid technological change, we believe that our globally distributed onshore-offshore service delivery capability helps us to suitably address our clients’ requirements. We leverage our deep Information Technology knowledge to deliver value-added services to our clients in support of their digital transformation initiatives including Application development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning, IoT solutions, data science and analytics.

We are a CMMI (Capability Maturity Model Integration) certified company. It is a significant milestone for our company, reflecting our commitment to excellence and continuous improvement. Capability Maturity Model Integration for Services (CMMI Services) Maturity Level 5 certification underscores the pinnacle of process improvement and service excellence in the IT sector, solidifying their global presence.



# Business Model



We believe that our globally distributed onshore-offshore service delivery capability helps us to suitably address our clients' requirements. We leverage our deep Information Technology knowledge to deliver value-added development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning, IoT solutions, data science and analytics: We hereby present before you that we have entered into Service Partnership with our holding company- SA Technologies Inc, USA. We believe that our workforce has deep Information Technology Knowledge which enables us to cater to our clients which includes the services listed below:

## Services:

Our primary business line is Services (“**Services**”) which includes providing outsourced Technological services and digital transformation services to some Fortune 500 clients helping them conceive, design, develop and deliver better products. Our Company has partnership with some Giant Tech Partners (such as Microsoft and Google ) thereby cementing its reputation and showcasing its experience and dedication in the tech industry.

**Step 1- Prospecting:** This step involves Identifying potential clients through networking events, referrals, cold calling, email campaigns, and online platforms.

**Step 2: Qualification:** This involves a thorough vetting, to ensure that the client is a good fit for our IT services. This includes criteria such as budget, timelines, and decision-making processes.

**Step 3: Needs Assessment:** Our operations team then conducts a comprehensive needs assessment with qualified leads, actively listening, and asking probing questions to uncover opportunities.

**Step 4: Solution Proposal:** Once the need assessment is complete, we then develop a tailored solution proposal, articulating how our IT service addresses specific challenges and differentiate us from competitors.

**Step 5: Presentation and Roadmap Discussion:** Presenting the solution proposal to the client through a formal presentation or live demonstration. This stage is crucial for addressing client concerns and building trust.

After completion of the 5th step which we call as “Successful Pitching” we then negotiate terms, timelines and costs with our customers and enter into a formal contract to align the responsibilities of each party.

**Our Service Offerings include:**

➤ **Artificial Intelligence and Machine Learning**

- Generative AI- involves creating intelligent systems that can autonomously produce content, such as text, images, or music, mimicking human creativity.
- Data Science and Analytics- Data Science and Analytics involve extracting insights from data to inform decision-making, predict trends, and optimize processes
- Machine Learning- Machine Learning is the use of algorithms that enable computers to learn and make predictions or decisions based on data, without being explicitly programmed.



➤ **Software Development and Engineering**

- Software Application Development- Software Application Development is the process of designing, coding, and testing software applications to meet specific business or user needs.
- Mobile App Development- Mobile App Development involves creating software applications specifically designed for smartphones and tablets.
- UI/UX Design- UI (User Interface) and UX (User Experience) Design focus on creating visually appealing and user-friendly digital interfaces that enhance user satisfaction.



➤ **Digital Transformation and Automation**

- Robotic Process Automation (RPA)- RPA involves using software robots to automate repetitive and rule-based tasks, freeing up human resources for more value-added work.
- Internet of Things (IoT)- IoT connects everyday objects to the internet, allowing them to collect and exchange data, enabling smart and efficient decision-making



➤ **Cloud and DevOps Services**

- Cloud Services - Cloud Services encompass a range of on-demand computing resources, including storage, computing power, and networking, delivered over the internet.
- DevOps- Set of practices that combines development and IT operations, emphasizing collaboration and automation to accelerate software delivery

➤ **Quality Assurance and Testing**

- Software Testing- Software Quality Assurance (QA) is the meticulous process of ensuring that software products meet the highest standards of reliability, functionality, and performance.

➤ **Global Capability Centre (GCC)**

It enables the organization to optimize offshore delivery centres for technology and business operations, ensuring efficiency, scalability and compliance.

**GCC services include:**

- **GCC Setup and Establishment:** Every aspect of GCC setup is taken care of, from selecting ideal locations to infrastructure setup, legal compliance, and talent acquisition.
- **Talent Acquisition and Management:** End-to-End talent acquisition services ensure access to the right skill sets, from recruitment to talent development and retention strategies.
- **Operational Excellence:** It includes managing GCC operations, guaranteeing seamless workflows, best practices adherence, and local regulation compliance for secure, efficient operations.
- **Technology Enablement:** Leveraging the extensive technology expertise, GCCs is equipped with cutting-edge tools and infrastructure, ensuring seamless collaboration and performance.
- **Strategic Advisory:** This includes offering strategic guidance, helping organizations optimize GCC operations, maximize cost savings, and align the GCC with broader business objectives



### **Artificial Intelligence (AI) and Machine Learning (ML)**

SAT pioneers the application of Generative AI in creative industries, enabling automated content generation that revolutionizes marketing and media production, while also offering swift code generation, precise bug detection, and advanced software testing for simplified innovation at its best. Merging AI & ML implementation with deep learnings, SAT delivers cutting edge technology solutions in Natural Language Processing and chatbots. Our expertise enhances user engagement and facilitates seamless communication with your audience, setting the stage for a more interactive and personalized user experience.

At SAT, we offer smart technology like Artificial Intelligence (AI) and Machine Learning (ML) to help businesses run smoother. We do things like automating tasks to save time, finding and fixing problems in software, and even creating helpful chatbots. With Machine Learning, we teach computers to learn from data and make decisions, helping businesses make smarter choices and improve their processes. Our goal is to make things easier for businesses and improve how they connect with people.

### **Data Science and Analytics**

SAT uses data analytics to empower businesses with actionable insights. This includes converting raw data into valuable insights using advanced Business Intelligence (BI) tools and precise marketing analytics. We partner with clients to align data strategy with their unique business goals, helping them make informed decisions, predict trends, and optimize processes. Our focus is on enhancing competitiveness and efficiency through data-driven solutions.

### **Software Development and Engineering**

Our Company creates customized software for its clients helping them achieve digital transformation and business growth. Our team excels in both Front-End and Back-End Development, ensuring optimal application performance our valued customers. Our Company also develops applications for mobiles and tablets to work on different platforms or specifically for use of Android and iOS. We specialize in making user friendly and feature rich apps that help connect with customers online.

We also create attractive, customized- user-friendly digital interfaces, offering AI-powered code generation, user research, wire framing, prototyping, visual and interaction design, and comprehensive usability testing for optimal user experiences.



SAT offers Software Development and Engineering services to our customers, where we begin by thoroughly understanding our clients' needs. Our expert team listens carefully to their requirements and challenges. Once we have a clear understanding, we develop customized software solutions to help businesses grow and adapt in the digital world. We build user-friendly applications for computers, phones, and tablets, ensuring they work smoothly and efficiently both online and offline. Whether it's developing apps for Android, iOS, or designing interfaces for websites, our goal is to create engaging experiences that connect businesses with their customers.

### **Digital Transformation and Automation**

Our Company delivers holistic Robotic Process Automation (RPA) services starting with strategic advisory and automation planning. We handle deployment, from design to maintenance, and offer customized integrations. We offer end to end IoT solutions encompassing custom device development, robust security measures, AI-driven insights, and continuous support, enabling clients harness the full potential of IoT technology for their business needs.

Digital Transformation and Automation represent the journey of modernizing and enhancing business operations from manual to automation through the power of technology. This involves embracing digital tools and processes to streamline workflows, boost efficiency, and drive innovation. As part of this transformation, our company offers services: Robotic Process Automation (RPA) and Internet of Things (IoT). RPA involves deploying software to automate repetitive tasks, freeing up valuable time for employees to focus on more strategic endeavours. On the other hand, IoT revolves around connecting everyday devices to the internet, enabling businesses to gather valuable data and insights for informed decision-making. Together, these solutions empower businesses to thrive in an increasingly digital landscape, driving growth and staying ahead of the competition. We have provided our services to clients from different sectors wherein we implement Robotic Process Automation (RPA) to automate tracking in each business sector.

### **Cloud and DevOps Services**

At SA, we offer AI-enhanced Cloud Migration, optimized Cloud Operations across platforms, and modern AI-Infused Infrastructure solutions for superior performance. As trusted partners with major tech giants such as Google and Microsoft we provide cloud solutions that enable clients to scale, secure, and optimize their IT infrastructure for enhanced agility and performance. Our focus is on delivering cutting-edge cloud solutions that empower businesses to thrive in the digital era.

Our Company enables implementing DevOps practices, enabling rapid development cycles and establishing robust continuous integration and continuous delivery (CI/CD) pipelines. They specialize in Web Development Evolution, AI-Optimized Mobile Development, and Efficient CI/CD, all underpinned by Intelligent DevOps Automation and Streamlined Deployment.

We assist customers in transitioning their on-premise applications and data to the cloud seamlessly and ensuring security thereby protecting customer data. Our team of cloud experts guides customers in selecting the appropriate cloud solution and facilitates a smooth migration process, optimizing cloud operations along the way. Cloud services provide customers with easy scalability, enhanced security, and operational efficiency. Our DevOps services streamline deployment processes, ensuring faster delivery with high quality and operational efficiency. Additionally, using the cloud allows end users to access their applications and data from anywhere, providing greater flexibility and convenience.

### **Quality Assurance and Testing**

Our Company performs thorough functional, performance, security, automation, usability, and compatibility testing to ensure software excellence across platforms, devices, and user experiences. Our long-standing commitment to quality assurance, ensures that software applications meet the client's needs and demands of reliability and functionality.

Our company is the subsidiary of SA Technologies Inc, USA both of which has been promoted by Manoj Narottam Joshi and Priyanka Manojkumar Joshi, having more than two decades of experience in the Software Development Industry. With a long-standing relationship and experience in the IT sector of Manoj Joshi and the global presence of our parent Company and esteemed partnerships with Tech giants has benefitted us in marketing and enabled us in embracing the latest tech trends of this digital era.

SAT offers Quality Assurance and Testing services, ensuring that our customers' applications, websites, and online platforms operate flawlessly and without errors. Our experienced team collaborates closely with each customer to deeply understand their product or application. This enables us to conduct thorough Manual and Automation testing using tools, covering everything from functionality and performance to security and usability, before the product goes live or reaches end-users.

### Financial Snapshot

The following table sets forth certain of our key performance indicators based on Restated Financial Statements for the three months period ended June 30, 2024 and Fiscal ended 2024, 2023 and 2022 indicated below:

(Amount ₹ in lakhs)

Particulars	3 Months period ended June 30, 2024	Fiscal		
		2024	2023	2022
Revenue from Operations	2388.87	7188.22	5639.31	4106.11
EBITDA	413.93	875.32	520.10	(399.00)
Profit/Loss for the period/year	248.07	368.86	108.59	(548.25)
Net Asset Value Post Bonus	15.45	12.74	8.56	7.36
Earnings per share				
- Basic	2.71	4.06	1.20	(6.07)
- Diluted	2.71	4.06	1.20	(6.07)

### Key Performance Indicators

(Amount ₹ in lakhs)

Key Performance Indicator	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,388.87	7,188.22	5,639.31	4,106.11
Growth in revenue from operations (%)	N.A.	27.47%	37.34%	(24.48%)
Total Income <sup>(2)</sup>	2,397.18	7,238.12	5,673.05	4,154.37
EBITDA <sup>(3)</sup>	413.93	875.32	520.10	(399.00)
EBITDA Margin (%) <sup>(4)</sup>	17.33%	12.18%	9.22%	(9.72%)
Restated profit for the period/year <sup>(5)</sup>	248.07	368.86	108.59	(548.25)
Restated profit for the period/year Margin (%) <sup>(6)</sup>	10.38%	5.13%	1.93%	(13.35%)
Return on Net worth <sup>(7)</sup>	17.54%	31.63%	14.06%	(82.58%)
Return on Average Equity ("RoAE") (%) <sup>(8)</sup>	19.22%	38.05%	15.12%	(58.45%)
Return on Capital Employed("RoCE")(%) <sup>(9)</sup>	10.95%	32.24%	19.66%	(17.35%)
Debt-Equity Ratio <sup>(10)</sup>	1.49	1.10	1.89	2.95

#### Notes:

1. Revenue from operation means revenue from sales, service and other operating revenues
2. Year-on-year growth in revenue from operations based on Revenue
3. Profit Margin for the period/year represents the profit for the period/year as a percentage of our revenue from operations.
4. EBITDA is calculated as Profit Before Tax+ Depreciation +Amortization Expenses + Interest Expense – Other income
5. EBITDA margin is calculated as a percentage of EBITDA divided by Revenue from Operations
6. Net worth means total assets minus total liabilities
7. Debt to equity ratio means total debt divide by its total shareholders' equity
8. Current ratio means total current assets divided by total liabilities

**Description on the historic use of the KPIs by us to analyze, track or monitor our operational and/or financial performance in evaluating our business, we consider and use certain KPIs, as stated 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 Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. 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. Therefore, these metrics should not be considered in isolation or construed as an alternative to GAAP measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with GAAP. Investors are encouraged to review GAAP financial measures and to not rely on any single financial or operational metric to evaluate our business.

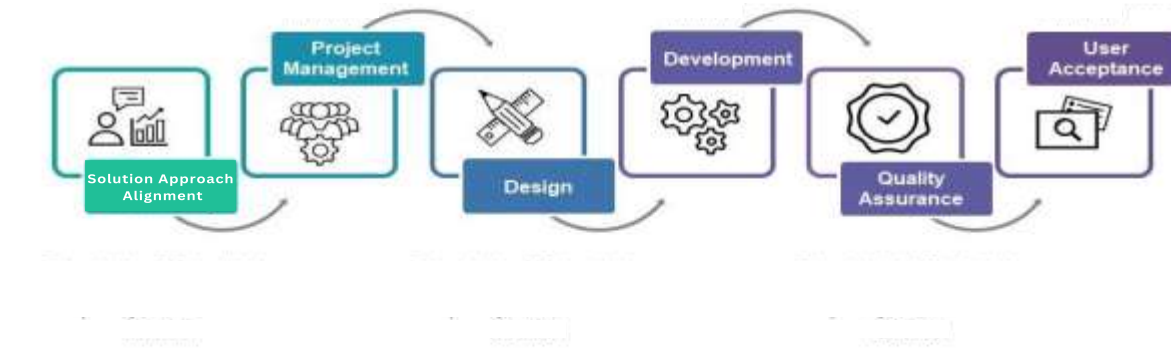
**Our Business Process including Sales Cycle**

**LEAD GENERATION**

- DIRECT**
  - Direct mail
  - Email
  - Telephone
- ADVERTISING**
  - Print
  - Digital
  - E-Marketing
  - Website
- PR**
  - Press Release
  - Speaking Engagement
  - Articles (Published)
- SOCIAL MEDIA**
  - Blogs
  - Network Sites
- EVENTS**
  - Trade Shows
  - Conferences
  - Webinars
- MARKET RESEARCH**
  - Paid Search Tools
  - Organic Search



## Product Delivery Cycle



## OUR COMPETITIVE STRENGTHS

### 1. Experienced Promoter and Qualified Senior Management Team

Our promoter, Mr. Manoj Joshi and Ms. Priyanka Joshi has more than two decades of industry experience and the guiding force for our Company to establish and attain business objectives since the inception of our Company. The experience of our Promoters is helping the Company to streamline, optimize, develop and mentor the team to ensure quality and pride in outcome. Their expertise in emerging technologies, including AI, Machine Learning, and IoT has empowered us to deliver innovative solutions that drive digital transformation for our clients.

Our experience, knowledge and human resources have enabled us to drive the business in a successful and profitable manner. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.

### 2. Scalable Business Model

We design, develop, deploy and maintain IT solutions for end user utilities and pre-compiled application stack. Our deep expertise in system design and architecture has helped us innovate and build bespoke solutions. Further, our proprietary designs are cloud native which, in addition to technological benefits, are capable of catering to the evolving needs of Clients.

Our business model is technology driven and comprises of optimum utilization of our ability to put together a successful team for our creative software solutions, efficient working of our marketing team and management expertise in identifying upgraded technology, acquiring new customers, budgeting the production lifecycle and achieving consequent economies of scale. We believe that this business model has proved successful and scalable for us since our incorporation. We can scale upward as per the requirement generated by our Company. The business scale generation is due to the exponential online digital possibilities open to us.

### 3. Strategies

The focus of our strategy is to build capacity and capabilities necessary to develop and increase the value of the business by growth across multiple dimensions, including strengthening our relationships with our existing clients, expansion of our digital engineering and embedded capabilities, strengthening our service delivery. Our strategic partnerships with tech giants such as Microsoft and Google grant us access to cutting-edge technologies and resources, enabling us to continuously innovate and build tailored solutions for our clients. We endeavor to seamlessly collaborate as one team with our clients, with a global mindset and a can-do attitude, in order to create effective solutions for our clients.

## Transitioning to Higher Profitability- Focusing more on GCC



### 4. Our Customer- Centric Approach

We believe there is a significant opportunity within our current client base to increase the use of our solution offerings and further develop deeper, long-term strategic engagements. We prioritize understanding and aligning with each client's unique business objectives. Our customer-centric approach ensures that our solutions are tailor-made to meet and exceed our clients' expectations, fostering long-lasting partnerships built on commitment and trust.

Our fundamental approach of client centricity, long-term strategic partnering and joint engagement has consistently enabled us to develop and expand our long-term relationships. We have been catering to some Fortune 500 clients. Currently our top 10 clients by revenue account for 74% of our Revenue from Operations for Fiscal 2023.

We are also focusing in building capabilities of our frontline sales teams in priority domains and aim to conduct proactive campaigns and cultivate relationships across our top accounts to increase penetration of our priority offerings. We also leverage our account-based marketing approach and highly skilled subject matter experts to gain industry insights and develop customer specific value propositions in order to cultivate deeper engagements.

### 5. Marque set of clients

We have a diversified global presence across USA and Canada because of our Parent and Group Companies. As of September, 2023 we have served some of the big clients across different parts of the world. We have had long lasting relationships with some of our clients who have shown deeper trust in our services. Due to the long-standing relationships with some of our enterprise clients, we have been able to garner the trust of other clients and has provided a balanced mix of stability and growth with revenue stability and further growth opportunities. Some of our top 10 clients include:

Sr. No	Name of clients	Project Technologies
1.	Dell-EMC	Software development, Cloud services, Software testing, AI and ML, Data Analytics
2.	Applied Materials India Pvt Ltd.	Software development, Cloud Services, UI/UX, SAP

3.	Societe Generale Global Solution Centre Pvt Ltd.	Cloud Security, AI and ML, Data Analytics, RPA
4.	Toll (India) Logistics Private Limited	Data Science and Analytics, AI and ML, Cloud , Devops
5.	ABB Global Industries & Services Pvt Ltd	Software services, Mobile apps development, UI/UX, IOT, Cloud Services
6.	Whirlpool of India Ltd.	IOT, Mobile apps development, Software testing, UI/UX
7.	KSB LIMITED	Software services, Mobile apps development, UI/UX, Cloud Services
8.	Learning Mate Solutions Private Limited	Software services, Mobile apps development, UI/UX, Cloud Services
9.	Roche Information Solutions India Pvt. Ltd.	Cloud Services, Devops, Software development, Software testing, RPA
10.	WHIRLPOOL ASIA LLP	Software services, UI/UX, IOT, Cloud Services

## 6. Exclusive Agreement for Certain Domains

Our Company is empaneled with Tech giants such as Microsoft and Google and has entered into collaboration agreement for certain domains with them. Being a preferred partner, it become advantageous for our Company to have an edge over our competitors and to win projects. A brief of the partnerships we have are as under:

Name of Partner	Partner type	Partner region	Partnership validity	Partner URL
<b>Microsoft</b>	Microsoft Gold  Application Development and Cloud Productivity	India, USA	Annual Renewal by Microsoft based on performance evaluation	<a href="https://appsource.microsoft.com/en-us/marketplace/partner-dir/866a40b9-d4a2-40d2-9e94-ca555a1bfd49/overview">https://appsource.microsoft.com/en-us/marketplace/partner-dir/866a40b9-d4a2-40d2-9e94-ca555a1bfd49/overview</a>
<b>Google</b>	Google Partner- Google Cloud Product and Google workspace	India, USA	Annual Renewal by Google based on performance evaluation	<a href="https://cloud.google.com/find-a-partner/partner/sa-technologies">https://cloud.google.com/find-a-partner/partner/sa-technologies</a>

## 7. In- House Expertise/Human Resource

Our team comprises of highly skilled professionals with a prudent mix of experienced and young professional with diverse expertise. Our in-house talent pool guarantees end-to-end services and allows us to maintain the highest level of quality control. Department wise bifurcation of our employees as of June 30, 2024 has been provided below:

Sr. No	Division/Department	Number of Employee
1.	Technical Services	320
2.	Human Resource	6
3.	Accounts	5
4.	IT Infrastructure + Admin	5
5.	Management	6
6.	Marketing	2
7.	Sales	21
8.	Talent Acquisition	19
9.	Legal and compliance	01
	<b>Total</b>	<b>385</b>

**OUR TOP TEN CUSTOMERS AND THEIR CONTRIBUTION TOWARDS OUR REVENUE:**

(Amount ₹ in lakhs)

Sr. No	Particulars	Our Top Ten Clients
1.	Contribution towards Revenue for the period ended June 30, 2024	1830.94
2.	% of Revenue for the period ended June 30, 2024	84.27%
3.	Contribution towards Revenue for Fiscal 2024	5041.20
4.	% of Revenue for Fiscal 2024	69.98%
5.	Contribution towards Revenue for Fiscal 2023	4104.97
6.	% of Revenue for Fiscal 2023	74%
7.	Contribution towards Revenue for Fiscal 2022	3749.36
8.	% of Revenue for Fiscal 2022	78%

**Summary of Client wise Sales –**

(Amount ₹ in lakhs)

Customer Name	March'24	March'23	March'22
TIBCO Software India Pvt. Ltd.	-	2.70	6.75
Bihar Rural Livelihoods Promotion Society (BRLPS)	12.71	-	-
Evolent Health	-	37.83	308.64
Innovana Techlabs Limited	-	-	-
Whirlpool Asia LLP	474.34	94.25	122.61
CenturyLink Technologies	-	-	3.17
Sanmina Corporation	-	7.10	51.32
Cullinan SG PTE LTD	-	-	-
TrueBlue India LLP	920.99	1524.05	2143.45
ABB	275.74	185.97	257.59
Societe Generale Global	351.62	380.03	231.53
Applied Materials India Pvt Ltd.	846.00	952.72	354.47
Inspira AS	754.71	-	-
Toll (India) Logistics	432.26	172.55	-
Roche	247.74	44.50	-
Medly Software Systems	136.00	-	-
Spright Software Systems LLP	149.94	-	-
Telediagnosys LLC	148.86	-	-
Stratos Global Services - FXCM	118.02	-	-
KSB Limited	99.88	82.64	-
Ideaforge Technology	70.74	8.41	-
Ness Digital Engineering (India)	56.72	9.79	-



## INSURANCE

Sr. No	Insurer	Description of Services	Policy No.	Expiry Date	Insured Amount (In Rs.)
1.	Care Health Insurance Limited	Health Insurance Premium	65096455	March 31, 2024	21,00,000
2.	Care Health Insurance Limited	Group Care 360 <sup>o</sup>	64938506	March 31, 2024	35,10,00,000
3.	Bajaj Allianz General Insurance Company Limited	Employees Compensation Insurance	OG-23-1908-2802-00000822	March 31, 2024	The amount Insured is according to Employee's Compensation Act, 1923.

## Marketing

The efficiency of the marketing and sales network is critical to the success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. The promoters of the company having vast experience and good rapport with the customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform as well as building trust for our Company. We also utilize subject matter experts (“SMEs”) covering all priority domains, across multiple accounts in order to cultivate opportunities and to provide thought leadership. Our SMEs work closely with sales as well as delivery in account mining, account hunting and project initiation and also impact organizational strategy by drawing insights from customer feedback and technological trends.


Our marketing team is responsible for our overall brand positioning and focuses on building our brand as an employer to attract talent as well as positioning us as an engineering service provider of choice. The marketing team enables account-based marketing and initiatives to support sales, delivery and cross selling new solutions to



existing clients. Our marketing team also initiates and oversees social media campaigns to build the digital brand and on analyst accreditations.

## INTELLECTUAL PROPERTY RIGHTS

Our Intellectual property includes 4 (four) domain names and application has been made for one trademark i.e.,

our Corporate Logo “” and as on date the application is under process.

For risks in relation to our intellectual property, see “*Risk Factors – We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights*” on page 37 of this RHP.

The Details of Domain names registered in the name of the Company:

Sr. No	Domain Name	Registrant Name and Organization	Registration Date	Expiry
1.	satincorp.co.in	S A Tech Software India Limited (Company)	08-07-2025	
2.	satincorp.com	S A Tech Software India Limited	24-04-2025	
3.	Satincorp.net	(Company)	10-06-2025	
4.	satincorp.cloud	S A Tech Software India Limited	23-06-2025	

## PROPERTY

Our Company has perpetual lease agreement signed for the Registered Office and operates through Rents Agreement for the Bengaluru Office- the details of which are given below:

Sr. No	Details of the Deed /Agreement	Particulars of the property, description and area	Consideration /License Fee /Rent	Tenure/Term	Usage
1.	Leave and License Agreement  Our Company has signed Lease and License agreement with Dr. C.V.S Ratnam & Associates Pvt. Ltd	613A, 2 <sup>nd</sup> Floor, Cross Ring Road, 33 <sup>rd</sup> Main, J.P Nagar, 1 <sup>st</sup> phase, Bangalore- 560078  Built up area- 3200 sq ft.	2,35,000	22 Months	Commercial
2.	Guest house in Mumbai	Apartment/Flat No. 6801,A Wing, 68 <sup>th</sup> Floor, 'Lodha Allura At Lodha Park', Panduranga Budhkar Marg, Worli 400013, Mumbai  Built up area 1368 sq ft		NA	Non Commercial
3.	Leave and License Agreement  Our Company has signed the leave and license agreement with Mr. Saurabh Prasad	Plot No. 218 B, Patliputra Colony, Patliputra, Patna – 800013  Built up area 1000 Sq. Ft.	10,000 per month	11 months	Commercial

## KEY REGULATIONS AND POLICIES

*The following is a brief overview of certain key sector specific relevant laws and regulations in India which are applicable to the business and operations of our Company. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.*

### **Regulations Governing our Business**

#### **1. Information Technology Act, 2000 and the rules made thereunder (“IT Act”)**

The IT Act has been enacted with the intention of providing legal recognition to transactions that are undertaken electronically. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third party information made available to or hosted by them and creates liability for failure to protect sensitive personal data. The IT Act has created a mechanism for authenticating electronic documentation by means of digital signatures, and provides for civil and criminal liability including fines and imprisonment for various offences. By means of an amendment in 2008, the IT Act legalized the validity of contracts formed through electronic means. The IT Act prescribes various offences, including those offences relating to unauthorized access of computer systems, unauthorized disclosure of confidential information and frauds emanating from computer applications.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India (“DoIT”), on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“**Reasonable Security Practices Rules**”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The Reasonable Security Practices Rules require every such body corporate to provide a privacy policy to be published on its website; containing managerial, technical, operational and physical security control measures commensurate with the information assets being protected based on the nature of business, for handling and dealing with personal information, including sensitive personal data and ensuring security of all personal data collected by it. The Reasonable Security Practices Rules define sensitive personal data or information to include passwords, financial information such as bank account, credit card and payment instrument details, medical records and any detail relating to the aforementioned categories as provided to a body corporate for providing services and/or stored or processed by the body corporate under lawful contract or otherwise, however, any information that is freely available or accessible in public domain or furnished under law is not regarded as sensitive personal data or information under these rules. In the alternative, Reasonable Security Practices Rules are deemed to be complied with if the requirements of the international standard “IS/ISO/IEC 27001” on “Information Technology–Security Techniques–Information Security Management System–Requirements” are complied with including any codes of best practices for data protection of sensitive personal data or information approved by the Government of India and formulated by any industry association of whose membership such body corporates holds.

The Reasonable Security Practices Rules further require that all such personal data be used solely for the purposes for which it was collected and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public in accordance with Section 69A(1) of the IT Act, the reasons for which are required to be recorded by it in writing.

The DoIT has also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“**IT Intermediaries Rules**”) requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select

or modify any information prohibited under the IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules also make it mandatory for an intermediary to publish its privacy policy, rules, and regulations on its website, and establish a grievance redressal mechanism.

## 2. *The Digital Personal Data Protection Act, 2023 (the “DPDP Act”)*

The DPDP Act received the assent of the President of India on August 11, 2023. However, the provisions of the DPDP Act have not been notified. The DPDP Act provides for the processing of digital personal data in a manner that recognizes both the rights of individuals to protect their personal data and the need to process such personal data for lawful and other incidental purposes. The salient features of the DPDP Act are:

- i. The DPDP Act will apply to the processing of digital personal data within India where such data is collected in digital form, or collected non-digital form and is digitised. It will also apply to such processing outside India, if such processing is in connection with any activity related to offering of goods or services to individuals, where such individuals include, a child, including the parents or lawful guardian of such a child and a person with disability, including her lawful guardian, acting on her behalf within the territory of India.
- ii. Personal data of a data principal may be processed only for a lawful purpose after obtaining the consent of the individual or for certain legitimate uses.
- iii. Data fiduciaries will be obligated to maintain the accuracy of data, keep data secure, and delete data once its purpose has been met.
- iv. The DPDP Act grants certain rights to individuals including the right to obtain information, seek correction and erasure, and grievance redressal.
- v. The central government may exempt government agencies from the application of provisions of the DPDP Act in the interest of specified grounds such as security of the state, public order, and prevention of offences.
- vi. The central government will establish the Data Protection Board of India to adjudicate on non-compliance with the provisions of the DPDP Act.

## 3. *Software Technology Parks Scheme (“STP Scheme”)*

To implement the STP Scheme, a 100% export-oriented scheme for the development and export of computer software, Software Technology Parks of India (“STPI”) was established and registered as an autonomous society under the Societies Registration Act, 1860, under the Ministry of Electronics and Information Technology, Government of India on June 5, 1991. STPI acts as single-window in providing services to the software exporters. The STP Scheme covers export of professional services using communication links or physical media and any entity desiring to export its entire production of goods and services (except permissible sales in the domestic tariff area) is eligible to register with the relevant STP.

## 4. *Laws Relating to Employment*

Our operations are subject to compliance with certain additional labour and employment laws in India. These include, but are not limited to, the following:

- the Child Labour (Protection and Prohibition) Act, 1986
- the Contract Labour (Regulation & Abolition) Act, 1970
- the Employees Compensation Act, 1923
- the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
- the Employees’ State Insurance Act, 1948
- the Equal Remuneration Act, 1976
- the Maternity Benefit Act, 1961
- the Minimum Wages Act, 1948
- the Payment of Bonus Act, 1965
- the Payment of Gratuity Act, 1972
- the Payment of Wages Act, 1936
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

### **The Code on Wages, 2019**

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume 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. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this Code will be brought into force on a date to be notified by the GoI.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this Code will be brought into force on a date to be notified by the Central Government. The GoI has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GoI.

### **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 Unorganised Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the GoI. 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 unorganised workers, gig workers and platform workers.

## **5. *The Trademarks Act, 1999 ("Trademarks Act")***

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

## 6. Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy")), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company.

## 7. *Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")*

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("IEC") granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

## 8. *Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder*

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("FEMA"), as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, The Department for Promotion of Industry and Internal Trade ("DPIIT"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("FDI Policy"), with effect from October 15, 2020. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

## 9. Other Applicable Laws

### *Consumer Protection Act, 2019*

The Consumer Protection Act, 2019, as amended, regulates matters relating to consumer rights, product liability, unfair trade practices and false or misleading advertising, and also establishes regulatory authorities where our customers can file complaints for investigation and adjudication. The act imposes obligations on manufacturers such as our Company, including product liability obligations in relation to products like charging station components and energy storage system components manufactured by us, which obligates us to compensate consumers for any harm that is caused to them by defective products that we manufacture or any deficiency in service in relation to our products.

### *The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")*

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

### *Municipality Laws*

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

### *Shops and Establishments Legislations*

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and 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.

### *Fire Prevention Laws*

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

### *Environmental Laws*

The Environment (Protection) Act, 1986 has been enacted with the objective of protection and improvement of the environment. Under the Environment Act, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process. The Environment Act also contains provisions with respect to furnishing information to authorities in certain cases, the establishment of environment laboratories and the appointment of government analysts. The Environment Protection Rules, 1986 prescribes the standards for emission or discharge of environmental

pollutants from industries, operations, or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The E-waste (Management) Rules, 2016 apply to, amongst others, every manufacturer, producer, consumer, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment, including their components, consumables, parts and spares which make the product operational.

Our Company is required to obtain various approvals under applicable environmental laws and regulations, including consents to operate under the Air (Prevention and Control of Pollution) Act, 1981, and the Water (Prevention and Control of Pollution) Act, 1974, and authorisations under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. Further while the Battery Waste Management Rules, 2020 is currently in the draft stage, we may be required to obtain authorizations for handling battery waste in accordance with its provisions, once it is implemented.

## **10. Taxation Laws**

### ***Goods and Services Tax***

The Goods and Services Tax (“**GST**”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“**CGST**”), relevant state’s Goods and Services Act, 2017 (“**SGST**”), Union Territory Goods and Services Act, 2017 (“**UTGST**”), Integrated Goods and Services Act, 2017 (“**IGST**”), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

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

Further, the Income Tax Act, 1961 (the “**Income Tax Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued, or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

### ***Professional Tax***

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

## **11. Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011, and has been enacted to “prohibit anti-competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “**CCI**”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

**12. *The Insolvency and Bankruptcy Code, 2016 (the “Code”)***

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days

**Other Laws**

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

*[The remainder of this page has intentionally been left blank]*



## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated and registered as a private limited company under the Companies Act, 1956 in the name and style of ‘**S A Tech Software India Private Limited**’ vide certificate of incorporation dated **November 01, 2012** bearing Corporate Identification Number U72900PN2012FTC145261 issued by the Registrar of Companies, Maharashtra, Pune (“RoC”). Thereafter, our company was converted into a public limited company pursuant to a special resolution passed by the members at the Extra Ordinary General Meeting held on October 16, 2023 and consequently the name of our company was changed to ‘**S A Tech Software India Limited**’, and a fresh certificate of incorporation consequent to change of name was issued by the RoC dated November 03, 2023 bearing Corporate Identity Number is U72900PN2012FLC145261.

Our company was incorporated by our Promoter – S A Technologies Inc., USA with an aim of running the outsourced technological services and digital transformation services Business. As a part of business growth, the Company registered with the Registrar of Companies, Pune on 01<sup>st</sup> November, 2012 as S A Tech Software India Private Limited.

### **Registered Office of our Company and Changes therein:**

Our Company's Registered Office is currently situated at Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411014, Maharashtra, India 411014.

Except as disclosed below, there has been no change in registered office of our company since the date of incorporation:

<b>Effective date</b>	<b>Details of change</b>
October 25, 2013	The registered office of our company was shifted from 401, Pride Kumar Senate, Opp. BMC Software, Pune, Maharashtra- 411016 to 204, Tower A (Matrix), World Trade Center, Opp. Eon IT park, S.No.1, H.No.1-B & 2-B, Kharadi, Pune- 411041 Maharashtra
April 08, 2019	The registered office of our company was shifted from 204, Tower A (Matrix), World Trade Center, Opp. Eon IT park, S.No.1, H.No.1-B & 2-B, Kharadi, Pune- 411041 Maharashtra to 301 A, Third Floor, Delta-1, Building Giga Space, IT Park S NO 198/1B, Vimannagar, Lohegaon, Pune-411014 Maharashtra
September 01, 2020	The registered office of our company was shifted from 301 A, Third Floor, Delta-1, Building Giga Space, IT Park S NO 198/1B, Vimannagar, Lohegaon, Pune-411014 Maharashtra to Ground floor, Unit no. 2 & 3, B-Wing, Business @ Mantri, Sno 197, H No 2 4B to 7B, Nagar Road, Viman Nagar, Pune- 411014 Maharashtra
April 25, 2023	The registered office of our company was shifted from Ground floor, Unit no. 2 & 3, B-Wing, Business @ Mantri, Sno 197, H No 2 4B to 7B, Nagar Road, Viman Nagar, Pune- 411014 Maharashtra to Off No. D-6030, 6th Floor, Sr. No. 207, Solitaire Bus. Hub, Viman Nagar, Pune 411014

For further details of our properties, please refer to the chapter titled “**Our Business**” beginning on page no. 110 of this Red Herring Prospectus.

### **Main objects of Memorandum of Association:**

The main objects of our company as contained in our Clause III (A) of Memorandum of Association of our company are as follows:

1. To design, develop, implement, sell, resell, distribute, install, maintain, purchase, trade, repair, import, export and to deal in software products, patented software, information technology enabled services, algorithms and processes, web based information system, web portal, web services, client-server applications, customized software, software applications, multimedia, graphics design and information technology solutions, including information systems, communication systems, network systems, decision support systems, office automation systems, process control systems, E-commerce systems and to act as product vendor, reseller, system integrator, service provider, system consultant, trainer, instructor, provider of study

materials, recruiter and skilled manpower supplier, and to carry on business as Information and Communication Technology solution provider, consultant and trainer and to trade and provide related services, whether as contractors, in connection with the above

The main object clause contained in the Memorandum of Association of our Company enables our company to carry on the business presently being carried out.

#### Amendments to our Memorandum of Association

Set out below are the amendments that have been made to our Memorandum of Association, in the last ten years preceding the date of this Red Herring Prospectus.:

Date of change/ shareholders' resolution	Nature of Amendment
March 12, 2013	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 25,00,000/- (Rupees Twenty Five Lakh Only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of ₹ 10 (Rupees Ten Only) each to ₹ 4,00,00,000/- (Rupees Four Crore) divided into 40,00,000 (Forty Lakh) Equity shares of ₹ 10 (Rupees Ten Only) each
December 16, 2019	Adoption of New set of Memorandum as per Table A of the Companies Act, 2013
October 16, 2023	Clause I of our Memorandum of Association was amended to reflect the change in our name from 'S A Tech Software India Private Limited' to 'S A Tech Software India Limited' pursuant to conversion of our Company from a private limited company to a public limited company.
December 07, 2023	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from 4,00,00,000/- (Rupees Four Crore) divided into 40,00,000 (Forty Lakh) Equity shares of ₹ 10 (Rupees Ten Only) each to ₹ 13,00,00,000/- (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakh) Equity shares of ₹ 10 (Rupees Ten Only) each
December 15, 2023	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 13,00,00,000/- (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakh) Equity shares of ₹ 10 (Rupees Ten Only) each to ₹ 14,00,00,000/- (Rupees Fourteen Crore) divided into 1,40,00,000 (One Crore Forty Lakh) Equity shares of ₹ 10 (Rupees Ten Only) each

#### Corporate profile of our Company

For details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key products or services, entry in new geographies or exit from existing markets, major suppliers, distributors and customers, segment, marketing and competition, please refer to the chapters titled "**Our Business**", "**Our Management**" and "**Management's Discussion and Analysis of Financial Position and Results of Operations**" on pages 110, 135 and 170 respectively, of this Red Herring Prospectus.

#### Major events and milestones

The below table below sets forth some of the major events in the history of our Company:

Calendar Year	Details
2012	S A Tech Software India Private Limited was incorporated in India as a subsidiary of USA based parent company SA Technologies Inc., USA and started the IT Consulting business in India (Pune)
2014	Extended new business operation in Bangalore.
2016	Became Microsoft Gold Partner and started offshore business from Pune development center.
2020	Became Google Cloud Partner
2021	Marked 50 cr revenue and Become Great Place to work certified company. Also awarded with Top 50 Best Place for Women by GWTW.

Calendar Year	Details
2022	Became Great place to work certified company
2023	Became CMMI Level 5 and awarded Top 50 best place for women by GWTW
2023	Conversion of company from private limited to public limited

### **Our Holding Company**

SA Technologies Inc., USA, the promoter of our company, is our holding company as on the date of this Red Herring Prospectus. For further details please refer section titled “*Our Promoter and Promoter Group*” on page 148 of this RHP.

### **Our Subsidiary, Associate or Joint ventures of our Company**

As on the date of this Red Herring Prospectus, we do not have any Subsidiary company, Associate company or Joint ventures.

### **Other entities controlled by our company**

There are no other entities controlled by our Company as per the Restated Financial Information.

### **Significant financial or strategic partnerships**

Our Company does not have any significant financial and strategic partners as on the date of this Red Herring Prospectus.

### **Time/cost overrun**

We have not experienced any time or cost overrun in setting up our projects as on the date of this Red Herring Prospectus.

### **Details of launch of key products, entry in new geographies or exit from existing markets**

For details pertaining to launch of key services, entry in new geographies or exit from existing markets, please refer section titled “*Our Business*” on page 110 of this Red Herring Prospectus

### **Changes in the Management:**

For details of changes in Management, please refer section titled “*Our Management*” on page 135 of the Red Herring Prospectus.

### **Defaults or rescheduling/restructuring of borrowings with financial institutions/ banks**

There are no defaults or rescheduling/restructuring of borrowings availed by our Company from financial institutions or banks or conversion of loans into equity in relation to our Company.

### **Details regarding material acquisition or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten (10) years.**

Our Company has not made any material acquisitions or divestments of any business or undertakings, and has not undertaken any mergers, amalgamations or revaluation of assets in the last ten (10) years preceding the date of this Red Herring Prospectus.

### **Injunction or Restraining Order:**

Except as disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on page 186 of this Red Herring Prospectus, there are no injunctions/ restraining orders that have been passed against the Company.

**Revaluation of assets**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

**Summary of key agreements****Other material agreements**

Our Company has not entered into any other subsisting shareholder's material agreements other than in the ordinary course of business of our Company, as on the date of this Red Herring Prospectus.

**Agreements with our Key Managerial Personnel, Director, Promoter or any other employee**

As on the date of this Red Herring Prospectus there are no agreements entered into by our Key Managerial Personnel or Directors or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Collaboration Agreements:**

As on date of this Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

**Shareholders and Other Material Agreements**

As on the date of this Red Herring Prospectus, the company has not entered into any shareholders agreement.

**Non-Compete Agreement:**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Red Herring Prospectus.

**Details of guarantees given to third parties by the Promoter**

Other than the guarantees provided by our Promoter in relation to certain of our loans as and when required, our Promoter have not given any material guarantees to any third parties as on the date of this Red Herring Prospectus.

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## OUR MANAGEMENT

### Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the company, and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of directors of the company shall not be less than 3 and not more than 15. Provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of filing this Red Herring Prospectus, we have Five (5) Directors on our Board, which includes One (1) Executive Director, Four (4) Non-Executive Directors out of which Two (2) are Independent Directors and One (1) is Woman Director.

The following table sets forth the details of our Board as on the date of filing of this Red Herring Prospectus:

Sr. No.	Name, DIN, Designation, Date of Birth, Address, Occupation, Term, Nationality and Period of Directorship	Other directorships
1.	<p><b>Mr. Manoj Joshi</b></p> <p><i>DIN:</i> 09351328</p> <p><i>Designation:</i> Chief Executive Officer (CEO)</p> <p><i>Age:</i> 53 years</p> <p><i>Date of birth:</i> 07/02/1970</p> <p><i>Address:</i> 1057 Oleander CT Sunnyvale, CA, USA 94086</p> <p><i>Occupation:</i> Business</p> <p><i>Current term:</i> With effect from December 01, 2023</p> <p><i>Period of Directorship:</i> Since November 01, 2021</p>	<p><b>Indian Companies</b></p> <p>NIL</p> <p><b>Foreign Companies</b></p> <ol style="list-style-type: none"> <li>1. SA Technologies Inc., USA</li> <li>2. Satincorp Technologies Inc., Canada</li> </ol>
2.	<p><b>Ms. Priyanka Joshi</b></p> <p><i>DIN:</i> 09302795</p> <p><i>Designation:</i> Director (Non-Executive)</p> <p><i>Age:</i> 52 years</p> <p><i>Date of birth:</i> 07/01/1971</p> <p><i>Address:</i> 1057 Oleander CT Sunnyvale, CA, USA 94086</p> <p><i>Occupation:</i> Business</p> <p><i>Current term:</i> With effect from September 30, 2022</p> <p><i>Period of Directorship:</i> Since November 01, 2021</p>	<p><b>Indian Companies</b></p> <p>NIL</p> <p><b>Foreign Companies</b></p> <ol style="list-style-type: none"> <li>1. SA Technologies Inc., USA</li> <li>2. Satincorp Technologies Inc., Canada</li> <li>3. Opal Force Inc., USA</li> </ol>

<b>Sr. No.</b>	<b>Name, DIN, Designation, Date of Birth, Address, Occupation, Term, Nationality and Period of Directorship</b>	<b>Other directorships</b>
3.	<p><b>Mr. Ritesh Sharma</b></p> <p><i>DIN:</i> 02676486</p> <p><i>Designation:</i> Director (Non-Executive)</p> <p><i>Age:</i> 46 years</p> <p><i>Date of birth:</i> 20/05/1977</p> <p><i>Address:</i> D 1004, The Westford, Shiv Sai Road, Pimpale Saudagar, Pune, Maharashtra- 411027</p> <p><i>Occupation:</i> Business</p> <p><i>Current term:</i> With effect from December 15, 2023</p> <p><i>Period of Directorship:</i> Since December 06, 2023</p>	<p><b>Indian Companies</b></p> <p>1. Mindpool Technologies Limited</p> <p><b>Foreign Companies</b></p> <p>1. Mindpool Technologies Inc.</p>
4.	<p><b>Mr. Kaustubh Karwe</b></p> <p><i>DIN:</i> 08553122</p> <p><i>Designation:</i> Director (Independent)</p> <p><i>Age:</i> 61 years</p> <p><i>Date of birth:</i> 19/12/1962</p> <p><i>Address:</i> 33A, Parijat Society, Off Kondhawa Road, Near Vasant Baug, Bus Stop Bibwewadi, Pune, Market Yard, Pune, Maharashtra-411037</p> <p><i>Occupation:</i> Business</p> <p><i>Current term:</i> Five (5) years with effect from December 15, 2023 to December 14, 2028</p> <p><i>Period of Directorship:</i> Since November 09, 2023</p>	<p><b>Indian Companies</b></p> <p>1. Mindpool Technologies Limited</p> <p><b>Foreign Companies</b></p> <p>NIL</p>
5.	<p><b>Ms. Sarika Sharma</b></p> <p><i>DIN:</i> 10245269</p> <p><i>Designation:</i> Director (Independent)</p> <p><i>Age:</i> 47 years</p> <p><i>Date of birth:</i> 21/05/1976</p> <p><i>Address:</i> Flat No. C-401, Lunkad Zodiac Co. Op. Hsg. Soc., Near HDFC Bank, Viman Nagar, Pune, Maharashtra - 411014</p> <p><i>Occupation:</i> Business</p> <p><i>Current term:</i> Five (5) years with effect from</p>	<p><b>Indian Companies</b></p> <p>1. Opalforce Software India Limited</p> <p><b>Foreign Companies</b></p> <p>NIL</p>

Sr. No.	Name, DIN, Designation, Date of Birth, Address, Occupation, Term, Nationality and Period of Directorship	Other directorships
	December 15, 2023 to December 14, 2028  <i>Period of Directorship:</i> Since October 01, 2023	

### Brief Biographies of Directors:

- Mr. Manoj Joshi** is the Founder Promoter and Chief Executive Officer (CEO) of our Company. He is associated as a Director of our Company since November 01, 2021. He was later appointed as the Managing Director of the Company on December 01, 2023, however he resigned from the post of Managing Director w.e.f., December 14, 2023. He holds a Bachelor of Commerce (B.COM) degree from Rajasthan University and is also a Chartered Accountant (CA) having a strong background in finance, accounting and taxation. He has more than 25 years of experience in the IT Consulting and Technology industry. He is responsible for providing overall guidance and visionary leadership, setting long term goals and steers the organization in the right direction to achieve them.
- Ms. Priyanka Joshi** is one of the promoters and Directors of our Company. She has been appointed as a Director of our company since November 01, 2021. She holds a Bachelor of Commerce (B.COM) degree. She has more than 20 years of experience in Business operations. She is responsible for the overall Business operations, Human Resources and Finance.
- Mr. Ritesh Sharma** is the Non-Executive Director of our company. He was appointed on the Board with effect from December 06, 2023. He holds a Bachelor of Commerce (B.COM) degree along with Diploma in Computer Management. He has more than 16 years of experience in Business operations. He is responsible for Business operations, strategy consulting, IT solutions and Service delivery across India & North America. He has been previously associated with SA Technologies Inc., USA from 2007 to 2011 and thereafter in S A Tech Software India Limited till date. He is responsible for the overall finance function in the Company.
- Mr. Kaustubh Karwe** is the Non-Executive Independent Director of our company. He was appointed on the Board with effect from November 09, 2023. He holds degree of Master of Business Administration (M.B.A). He is also a certified Master Trainer, Certified Software Test Manager (CSTM), International Certified Career Coach (L1). He has around 24 years of professional experience across IT Projects, HR, Facility Administration including IT-Staffing & also nearly 6 years of experience into Training & Development. Within the IT-Sector, he had held positions as Team-Leader, Oracle Applications Consultant, Project Manager using On-Shore & Off-Shore Model and Delivery Manager. He is a specialist in Business Administration, a Certified Independent Director, and a Master Trainer AML-KYC. He has also acquired multiple certifications on various growth-oriented topics from the UK; Switzerland; USA; Canada; & India. As an industry specialist, he has been nominated as LinkedIn Global-Goodwill-Ambassadors, India, and has received “Lifetime Achievement Award” from RIGHTS-Foundation India. He has more than 4 years of experience as independent director in Mindpool Technologies Limited. He has an active member and contributor to the Board and its various committees.
- Ms. Sarika Sharma** is the Non-Executive Independent Director of our company. She was appointed on the Board with effect from October 01, 2023. She holds the degree of Bachelor of Commerce (B.COM). She has more than 16 years of experience in finance sector. Her ability to navigate complex financial landscapes and strategic insights will play a pivotal role in our Company’s financial decision.

### Relationship between our Directors and Key Managerial Personnel

Name of the Director	Designation	Relation
Manoj Joshi	CEO	Husband of Priyanka Joshi
Priyanka Joshi	Non-Executive Director	Wife of Manoj Joshi

### Arrangements or understanding with major shareholders, customers, suppliers or others.

None of our directors have been nominated, appointed or selected pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

### Service contracts with Directors

Our Company has not entered into any service contracts with our directors which provide for benefits upon the termination of their employment.

### Terms of appointment of our CEO

#### 1. Mr. Manoj Joshi, Chief Executive Director (CEO)

Mr. Manoj Joshi is the CEO of our company. He was appointed as the CEO w.e.f December 01, 2023 by the Board of Directors in its meeting held on December 06, 2023.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of law, including any statutory modification(s) or reenactment thereof, for the time being in force ("Act"), and by-laws established by the Articles of Association of the Company, the remuneration payable to Mr. Manoj Narottam Joshi (DIN: 09351328) till the term of his tenure as Chief Executive Officer of the Company and shall not exceed the limit detailed hereunder:

Sr. No.	Particulars	Amount (INR)
A	Annual Gross Remuneration	12,00,000
B	Less: Insurance Premium (directly paid by Company)	-
C	Annual Gross Remuneration (In-hand)	12,00,000
D	Monthly Gross Remuneration (In-hand) (C/12)	1,00,000

Sr. No.	CTC Components	Amount INR Per Annum
1	Basic Salary & DA	4,80,000
	Housing Rent Allowance	2,40,000
	Leave Travel Allowance	1,20,000
	Other Allowances	2,96,928
	<b>(A) Gross Salary (Sum of above Fixed Components)</b>	<b>11,36,928</b>
2	<b>(B) Bonus (Paid Monthly)</b>	<b>39,984</b>
	Provident Fund/Gratuity	-
	<b>(C) Employer Contribution Total in CTC</b>	<b>63,072</b>
3	<b>(D) Variable Salary (Performance Based-Paid Annually)</b>	-
4	<b>(E) Insurance Premium</b>	-
	<b>(A+C+D) Total Cost to Company (Gross)</b>	<b>12,00,000</b>



### Payment or benefit to Directors of our Company

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our directors.

### Loan to Directors

There are no loans that have been availed by the Directors from our Company that are outstanding as of the date of this Red Herring Prospectus.

### Bonus or profit-sharing plan for our directors

There is no bonus or profit-sharing plan for the Key Management Personnel of our Company.

### Shareholding of our Directors, Key Managerial Personnel and Senior Management Personnel in our Company

Our Articles of Association do not require our directors to hold any qualification shares.

Except as disclosed below, as on the date of this Red Herring Prospectus, none of our other Directors, Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company:

Sr. No.	Name of the Director/ Key Managerial Personnel / Senior Management Personnel	Number of Equity Shares held	%
<b>Director</b>			
1.	Ritesh Sharma	42,021	0.46
<b>Key Managerial Personnel- Chief Financial Officer (CFO)</b>			
2.	Bhavin Goda	21,021	0.23
<b>Senior Management Personnel</b>			
3.	Amit Singh Bhadouria	21,021	0.23
4.	Sonal Sinha	3,150	0.03

### Borrowing Powers

In accordance with our Articles of Association and subject to the provisions of the Companies Act, 2013, and pursuant to a resolution of the Shareholders of our Company passed in the extraordinary general meeting held on December 07, 2023 in accordance with Section 180 of the Companies Act, 2013, our Board is authorised to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with the amount already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) exceeds the aggregate of the paid up capital and free reserves of our Company provided that the total amount borrowed by our Board and outstanding at any point of time shall not exceed ₹ 500 Crores.

### Interest of Directors

All Directors may be deemed to be interested to the extent of reimbursement of expenses payable to them, if any and the remuneration payable to such Directors as decided by the Board from time to time. Our Executive Directors are interested to the extent of remuneration, payable to them for services rendered as an officer or employee of our Company. Our Non-Executive and Independent Directors are interested to the extent of the sitting fees.

Our Directors, may also be regarded as interested in Equity Shares held by them, if any, or that may be subscribed by and allotted to their relatives, or the entities with which they are associated as promoters, directors, partners, proprietors or trustees or to the companies, firms and trust, in which they are interested as directors, promoters, members, partners and trustees, pursuant to the Issue and to the extent of any dividend payable to them and other

distributions in respect of the Equity Shares. Our Independent Directors are not holding any Equity Shares in our Company.

There is no material existing or anticipated transaction whereby Directors will receive any proceeds from the Net Issue.

### **Interest of Directors in the promotion and formation of our Company**

As on the date of this Red Herring Prospectus, except for Mr. Bhavin Goda, who is CFO and is one of the initial subscribers to the company, none of our other Directors and Key Managerial Personnel are interested in the promotion of our Company. For further details, please refer section “*Our Promoter and Promoter Group*” on page 148 of this RHP.

### **Interest in property**

Our directors do not have any interest in any property acquired or proposed to be acquired by or of our Company.

### **Business interest**

Except as stated in section “*Restated Financial Statements*” beginning on page 161 of this RHP and as disclosed in this section, our Directors do not have any other interest in our business.

### **Confirmations**

Our directors are not, and have not, during the five years preceding the date of this Red Herring Prospectus, been on our board of any listed company whose shares have been or were suspended from being traded on the BSE or NSE during their term of directorship in such company.

None of our Directors have been or are directors on our board of listed companies which have been or were delisted from any stock exchange(s) during their term of directorship in such company.

None of our Directors have been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

None of our Directors have been identified as Wilful Defaulters or a Fraudulent Borrower, as defined under the RBI guidelines/master circulars on Wilful Defaulters and Fraudulent Borrowers.

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 him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

### **Changes to our Board in the last three years**

The changes in our Board in the last three years immediately preceding the date of this Red Herring Prospectus are as follows:

<b>Name of Director</b>	<b>Date of Change</b>	<b>Reasons</b>
Manoj Joshi	November 01, 2021	Appointed as Additional Director
Priyanka Joshi	November 01, 2021	Appointed as Additional Director
Ritesh Sharma	November 01, 2021	Cessation as Whole Time Director
Poonam Sharma	November 01, 2021	Cessation as Whole Time Director
Manoj Joshi	September 30, 2022	Regularisation as Director from Additional Director
Priyanka Joshi	September 30, 2022	Regularisation as Director from Additional Director
Bhavin Goda	September 25, 2023	Resignation as director of the company
Sarika Sharma	October 01, 2023	Appointed as Additional (Independent) Director
Kaustubh Karwe	November 09, 2023	Appointed as Additional (Independent) Director
Priyanka Joshi	December 01, 2023	Change in Designation from Executive Director to Non-Executive Director
Manoj Joshi	December 01, 2023	Change in Designation from Director to Managing Director

<b>Name of Director</b>	<b>Date of Change</b>	<b>Reasons</b>
Manoj Joshi	December 01, 2023	Appointed as Chief Executive Officer (CEO)
Ritesh Sharma	December 06, 2023	Appointed as Additional Director of the company
Bhavin Goda	December 06, 2023	Appointed as Chief Financial Officer (CFO)
Manoj Joshi	December 14, 2023	Resignation as Managing Director
Sarika Sharma	December 15, 2023	Regularization from Additional Director to Non-Executive Independent Director
Kaustubh Karwe	December 15, 2023	Regularization from Additional Director to Non-Executive Independent Director
Ritesh Sharma	December 15, 2023	Regularization from Additional Director to Non-Executive Director

## **Corporate Governance**

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, to the extent applicable with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of our Board and committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

### **Committees of our Board of Directors**

In addition to the committees of our Board of Directors detailed below, our Board of Directors may, from time to time constitute committees for various functions.

#### **1. Audit Committee**

The Audit Committee was constituted by a meeting of our Board held on December 06, 2023. The members of the Audit Committee are:

<b>Name of Director</b>	<b>Position in the Committee</b>	<b>Designation</b>
Kaustubh Karwe	Chairman	Non-Executive Independent Director
Sarika Sharma	Member	Non-Executive Independent Director
Ritesh Sharma	Member	Non-Executive Director

The Company Secretary of our Company shall serve as the secretary of the Audit Committee and shall be attended by the Chief Financial Officer.

### **Powers of Audit Committee**

- To investigate any activity within its terms of reference
- To seek information from any employee of our Company
- To obtain outside legal or other professional advice; and
- To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The terms of reference of the Audit Committee are as follows:

### **Role of Audit Committee**

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Examination of the financial statement and the auditors' report thereon;
- 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;

- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto and omnibus approval for related party transactions proposed to be entered into by our Company, subject to conditions as may be prescribed;  
Provided that only those members of the committee, who are Independent Directors, shall approve related party transactions
- Scrutinizing inter-corporate loans and investments;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- 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;
- To do all acts, deeds and things as may be required or considered necessary or incidental in the above matters along with other terms as may be decided by Board.

## 2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a meeting of our Board held on December 06, 2023. The members of the Nomination and Remuneration Committee are:

Name of Director	Position in the Committee	Designation
Ritesh Sharma	Chairman	Non-Executive Director
Sarika Sharma	Member	Non-Executive Independent Director
Kaustubh Karwe	Member	Non-Executive Independent Director

The Company Secretary of our Company shall serve as the secretary of the Nomination and Remuneration Committee. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

### **The terms of reference of the Nomination and Remuneration Committee are as follows:**

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- Formulation of criteria for evaluation of performance of independent directors and our Board;
- 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.
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### 3. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a meeting of our Board held on December 06, 2023. The members of the Stakeholders' Relationship Committee are:

Name of Director	Position in the Committee	Designation
Kaustubh Karwe	Chairman	Independent Director
Ritesh Sharma	Member	Non-Executive Director
Sarika Sharma	Member	Independent Director

The Company Secretary of our Company shall serve as the secretary of the Stakeholders' Relationship Committee.

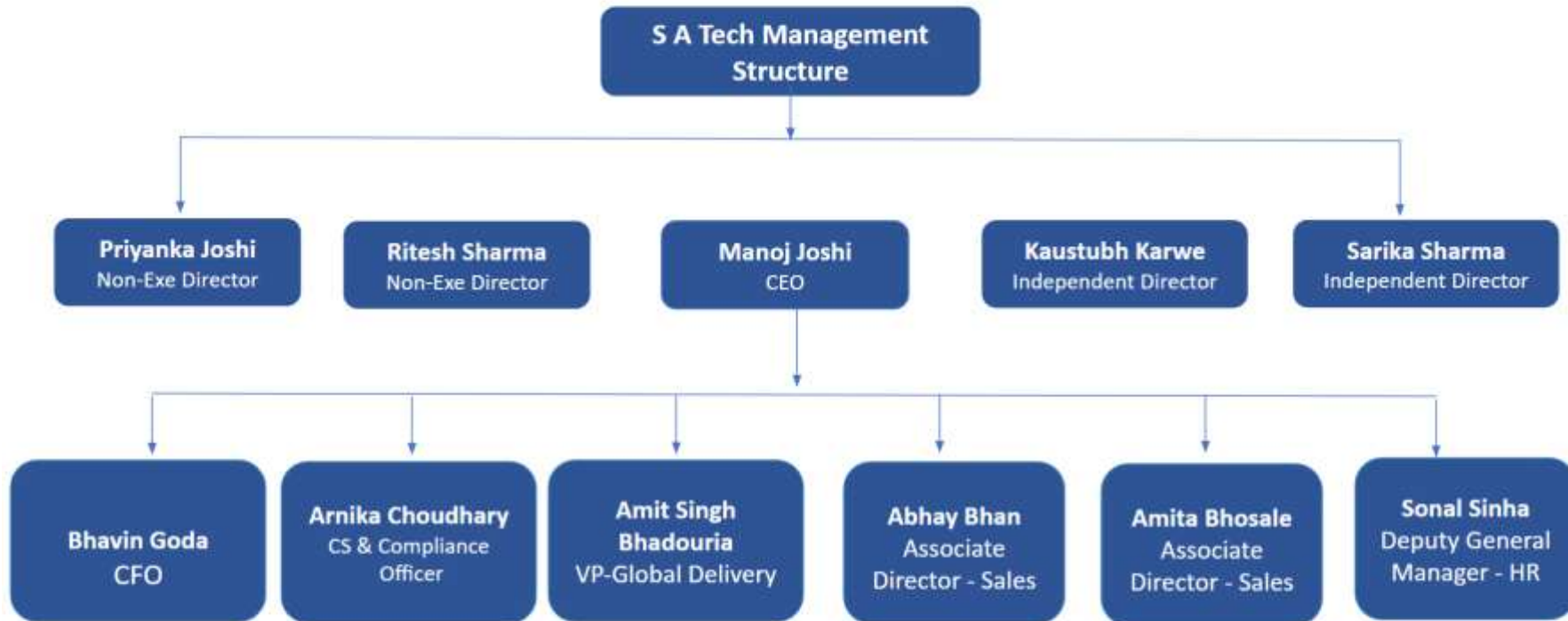
The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

#### **The terms of reference of the Stakeholders' Relationship Committee are as follows:**

Redressal of shareholders' and investors' complaints, including and in respect of:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Considering and resolving grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.
- To do all acts, deeds and things as may be required or considered necessary or incidental in the above matters along with other terms as may be decided by the Board.

**Management organisation chart:**



## Key Management Personnel

In addition to Mr. Manoj Joshi, the CEO of our company, whose details are provided in “*Our Management– Brief Biography of directors*” on page 137 of the RHP, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Red Herring Prospectus are set forth below:

**Ms. Arnika Choudhary**, aged 25 years is the Company Secretary and Compliance Officer of our Company. (Membership No.- 70217). She has been appointed as Company Secretary with effect from November 09, 2023. She is an associate member of the Institute of Company Secretaries of India. She holds a Bachelor of Commerce degree and LL. B degree from Indore University. She is a fresher company secretary. She has previously worked with M/s Pramod S. Shah and Associates, Company Secretaries. She is responsible for the overall secretarial and statutory compliance of the Company.

**Mr. Bhavin Goda**, aged about 42 years is the Chief Financial Officer of our company. He has been appointed as Chief Financial Officer with effect from December 06, 2023. He is an associate member of the Institute of Chartered Accountants of India and he holds a Bachelors of Commerce degree from University of Pune. He has over 17 years of experience in IT consulting and Staffing sector as Finance Manager. He has been previously associated with SA Technologies Inc., USA from 2006 to 2013 and thereafter in S A Tech Software India Limited till date. He is responsible for the overall finance function in the Company.

All the Key Managerial Personnel are permanent employees of our Company.

## Senior Management Personnel of our Company

In addition to Mr. Bhavin Goda, the Chief Financial Officer of our Company and Ms. Arnika Choudhary, the Company Secretary and Compliance Officer of our Company, whose details are provided in “*Our Management- Key Managerial Personnel*” on page 145, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Red Herring Prospectus are set forth below:

- 1. Mr. Abhay Bhan** is the Associate Director-Sales of our company. He joined our company since December 2014. He is responsible for leading and managing the sales function of the company, developing and executing the sales strategy and plan, and achieving the sales targets and objectives. He has completed Bachelors of Engineering in Computers and then Masters in Business Administration (Marketing) from University of Pune. Prior to joining our company, he was associated with Ganpati Trading Pvt. Ltd for a period from August 2011 to June 2012 as Business .Development Executive. In the Fiscal year 2023, he has received a remuneration of Rs. 21.45 Lakhs per annum.
- 2. Mr. Amit Singh Bhadouria** holds the position of Vice President- Global Delivery in our company. He joined our company since August 2008. He is responsible for talent acquisition, team building, and implementing strategic best practices to drive productivity and efficiency. He is leading global hiring efforts, attracting top technical talent in the USA, Canada, Singapore, Hong Kong, Europe, and India. He holds BE Automobile Engineering Degree. Prior to joining our company, he was associated with SA Technologies Inc., USA. In the Fiscal year 2023, he has received a remuneration of Rs. 30 Lakhs per annum.
- 3. Amita Bhosale** is the Associate Director-Sales of our company. She has joined our company since July 2013. She is responsible for Account Management, Client Acquisition, RPO, Staffing Delivery, P&L Management, overseeing Business Operations, Sales, Customer Retention, Project Consulting Delivery, Managing RFPs & RFQs, client engagement activities etc. She holds the degree of Master of Business Administration (Marketing) M.B.A. She has overall 10 years of experience in this field. In the Fiscal year 2023, she has received a remuneration of Rs. 23.13 Lakh per annum.
- 4. Sonal Sinha** is the Deputy General Manager- HR of our company. She has joined our company since August, 2015. She is responsible for developing HR Policy, orientation program for the employees, Grievance handling and counselling, Employee retention, managing the team and continuously taking feedback from them etc. She holds the degree of PGDM (International Business). In the Fiscal year 2023, she has received a remuneration of Rs. 11.05 Lakhs per annum.

### **Status of the Key Managerial Personnel and Senior Management**

All the Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

### **Relationship among Key Management Personnel, Senior Management Personnel and Directors**

None of our Key Managerial Personnel and Senior Management Personnel are related to each other or to the Directors of our Company.

### **Arrangements and understanding with major shareholders, customers and suppliers**

None of our Key Managerial Personnel and Senior Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

### **Shareholding of the Key Management Personnel and Senior Management Personnel**

Except as disclosed in “*Shareholding of our Directors and Key Managerial Personnel and Senior Management Personnel in our Company*” on page 139 of this RHP, none of our other Key Management Personnel and Senior Management Personnel except Mr. Bhavin Goda, Mr. Ritesh Sharma, Mr. Amit Singh Bhadouria and Ms. Sonal Sinha hold any Equity Shares in our Company.

### **Retirement and termination benefits**

Our Key Managerial Personnel and Senior Management Personnel have not entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation or in accordance with company’s policy, none of the Key Managerial Personnel and Senior Management Personnel is entitled to any benefit upon termination of employment or superannuation.

### **Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management Personnel**

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management Personnel for Fiscal 2023, which does not form part of their remuneration for such period.

### **Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel**

Our Company has no bonus or profit-sharing plan in which the Key Managerial Personnel and Senior Management Personnel participate except as our CEO, Mr. Manoj Joshi is entitled to Bonus plan as per his terms of appointment. For more details, please refer section titled ‘*Terms of appointment of our CEO- Our Management*’ on page 138 of this RHP.

### **Interest of our Key Management Personnel and Senior Management Personnel**

The Key Management Personnel and Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

The Key Management Personnel and Senior Management Personnel are also deemed to be interested in the Equity Shares, held by them, and dividend payable to them and other distributions in respect of Equity Shares held by them.

Further, our Key Management Personnel and Senior Management Personnel may be deemed to be interested to the extent as disclosed in “*Interest of Directors*” on page 139 of this RHP.



### Changes in the Key Management Personnel and Senior Management Personnel in last three years

Except as mentioned below, and as specified in “*Our Management - Changes to our Board in the last three years*” on page 140, there have been no changes in the Key Managerial Personnel in the last three years:

Name	Designation	Date of change	Nature of change
Arnika Choudhary	Company Secretary	November 09, 2023	Appointment as Company Secretary
Manoj Joshi	Managing Director	December 01, 2023	Change in Designation from Director to Managing Director
Bhavin Goda	Chief Financial Officer	December 06, 2023	Appointment as Chief Financial Officer
Manoj Joshi	Managing Director	December 14, 2023	Resignation as Managing Director
Manoj Joshi	Chief Executive Officer	December 01, 2023	Appointment as CEO
Abhay Bhan	Associate Director Sales	January 01, 2023	Appointment as Associate Director Sales
Amit Singh Bhadouria	Vice President-Global Delivery	January 01, 2023	Appointment as Vice President-Global Delivery
Amita Bhosale	Associate Director-Sales	January 01, 2023	Appointment as Associate Director- Sales
Sonal Sinha	Deputy General Manager- HR	November 01, 2021	Appointment as Deputy General Manager- HR

The rate of attrition of our Key Managerial Personnel and Senior Management Personnel is not high in comparison to the industry in which we operate.

### Payment or benefits to the Key Management Personnel and Senior Management Personnel (non-salary related)

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company’s officers and Key Management Personnel and Senior Management Personnel within the two preceding years from the date of filing of this Red Herring Prospectus, other than in the ordinary course of their employment.

### Employees Stock Options

As on the date of this Red Herring Prospectus, there are no Employee Stock Option Schemes of the company.

## OUR PROMOTER AND PROMOTER GROUP

### Our Promoters

As on the date of this Red Herring Prospectus, there are 06 Promoters of our Company:

- 1) SA Technologies Inc., USA
- 2) Mr. Manoj Joshi and
- 3) Mrs. Priyanka Joshi.
- 4) Mindpool Technologies Limited
- 5) Mr. Ritesh Sharma
- 6) Mrs. Poonam Sharma

As on date of this Red Herring Prospectus, our Promoters in aggregate, holds 89,77,668 Equity Shares in our Company, representing 98.03% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of shareholding of the Promoter in our Company, see “*Capital Structure – Capital Build Up in respect of shareholding of our Promoters*” on page 74 of this RHP.

### A. Details of our Body-Corporate Promoter

#### SA Technologies Inc., USA

##### *Corporate information and history*

SA Technologies Inc. USA was incorporated as a corporation limited by shares under the laws of the state of Delaware, USA on January 17, 2002 with its registered office located at 15 Loockerman Street, Street city of Dover, DE 19904, Country of, state of Delaware.

SA Technologies Inc., USA is primarily engaged in the business of IT Consulting and other Enabled Services, i.e. To provide IT consulting, development and other services in the areas of information technology, software, web designing and development and other information technology enabled services. There have been no changes to the primary business activities undertaken by SA Technologies Inc.

SA Technologies Inc., USA had acquired 100% equity share capital of the Company on November 01, 2012 upon incorporation of our company and as a part of subscription to Memorandum of Association of the company. As on date of this Red Herring Prospectus, SA Technologies Inc., USA holds 71,68,476 Equity Shares, representing 78.28% of the issued, subscribed and paid-up equity share capital of our Company. For details in relation to the purchase of Equity Shares by SA Technologies Inc., USA of our Company, see “*Capital Structure – Build-up of Promoter’s shareholding in our Company*” on page 74 of this RHP.

##### *Board of directors*

The Board of directors of SA Technologies Inc. comprises of the following persons:

Sr. No.	Names of Directors
1	Mrs. Priyanka Joshi
2	Mr. Manoj Joshi

The shareholding pattern of SA Technologies Inc. as on the date of this Red Herring Prospectus is as follows:

Sr. No.	Name of Shareholder	Number of Shares	Shareholding %
1.	Mrs. Priyanka Joshi	900	60
2.	Mr. Manoj Joshi	600	40
	<b>Total</b>	1500	100

## Mindpool Technologies Limited

### *Corporate Information and Nature of Business:*

Mindpool Technologies Limited (CIN: L72900PN2011PLC138607) was incorporated on 21<sup>st</sup> February, 2012 as a Private Limited Company and thereafter converted into a Public Limited Company in 2018 followed by its listing on NSE Emerge Platform in the year 2019. The Company has its registered office located at 3rd & 4th, Sr No 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune Maharashtra India 411027. The Company carries out its operations majorly in India, USA and Canada and has a wholly owned subsidiary in USA with the name Mindpool Technologies Inc.

The Company carries out the business of **IT Staffing and other IT Enabled Services**. The object of the Company as detailed in its MOA is:

*To create, design, develop, buy, sell, trade, import, export, maintain computer software, software products, customize software, information technology enabled services and hardware, Very Large Scale Integrated Solutions, Application Specific Integrated Circuit Design, information technology products and to carry on business of computer networking and to develop, assemble, maintain, repair, install, import, export and deal in computers, microprocessors, electronics and electrical apparatus, computer equipments, gadgets, peripherals, modulers, auxiliary instruments, accessories of different capacities, sizes, descriptions and models relating to computer networking and computer hardware and provide online solutions thereon, in India and abroad and to carry on the business of consultants and advisers on the means and methods of establishing, extending, developing and improving, software and hardware systems of business, industries, administrative organizations, including project planning and evaluation, feasibility studies, operations research and matters related to software and hardware.*

### **Board of directors**



The Board of directors of Mindpool Technologies Limited comprises of the following persons:


<b>Sr. No.</b>	<b>Names of Directors</b>
1.	Mrs. Poonam Sharma
2.	Mr. Shailendrasingh Naiyyar
3.	Mr. Ritesh Sharma
4.	Mr. Kaustubh Karwe
5.	Mr. Sunil Jain

*The shareholding pattern of Mindpool Technologies Limited is as follows:*

<b>No.</b>	<b>Names of Shareholders</b>	<b>No. of Shares held</b>	<b>Percentage (%)</b>
I	<b>Promoters &amp; Promoter Group</b>	30,20,000	71.27%
a	Ritesh Sharma	15,05,000	35.52%
b	Poonam Sharma	15,05,000	35.52%
c	Sheetal Sharma	10,000	0.24%
II	<b>Public Shareholding</b>	12,17,500	28.73%
<b>Total</b>		<b>42,37,500</b>	<b>100</b>

**B. Details of our Individual Promoters are as follows:**

	<p><b>Manoj Joshi</b></p> <ul style="list-style-type: none"><li>• <b>Qualification:</b> Chartered Accountant and Commerce Graduate</li><li>• <b>Age:</b> 53 years</li><li>• <b>Address:</b> 1057 Oleander CT Sunnyvale, CA, USA 94086</li><li>• <b>Experience:</b> More than 25 years</li><li>• <b>Occupation:</b> Business</li><li>• <b>PAN:</b> CVXPJ7001E</li><li>• <b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue):</b> NIL</li><li>• <b>Other Ventures:</b> <b>Indian Companies:</b> NIL <b>Foreign Companies:</b> i) SA Technologies Inc., USA ii) Satincorp Technologies Inc., Canada</li></ul>
	<p><b>Priyanka Joshi</b></p> <ul style="list-style-type: none"><li>• <b>Qualification:</b> Commerce Graduate</li><li>• <b>Age:</b> 52 years</li><li>• <b>Address:</b> 1057 Oleander CT Sunnyvale, CA, USA 94086</li><li>• <b>Experience:</b> More than 20 years</li><li>• <b>Occupation:</b> Business</li><li>• <b>PAN:</b> AOC PJ6379P</li><li>• <b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue):</b> NIL</li><li>• <b>Other Ventures:</b> <b>Indian Companies:</b> NIL <b>Foreign Companies:</b> i) SA Technologies Inc., USA ii) Satincorp Technologies Inc., Canada iii) Opal Force Inc., USA</li></ul>

	<p><b>Ritesh Sharma</b></p> <ul style="list-style-type: none"> <li>• <b>Qualification:</b> Bachelor of Commerce (B.COM) along with Diploma in Computer Management</li> <li>• <b>Age:</b> 47 years</li> <li>• <b>Address:</b> D 1004, The Westford, Shiv Sai Road, Pimpale Saudagar, Pune, Maharashtra-411027</li> <li>• <b>Experience:</b> More than 16 years</li> <li>• <b>Occupation:</b> Business</li> <li>• <b>PAN:</b> APPPS7572D</li> <li>• <b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue):</b> 42021 Equity Shares and Negligible Holding in %</li> <li>• <b>Other Ventures:</b></li> </ul> <p><b>Indian Companies:</b> i) S A Tech Software India Limited ii) Mindpool Technologies Limited</p> <p><b>Foreign Companies:</b> i) Mindpool Technologies Inc</p>
	<p><b>Poonam Sharma</b></p> <ul style="list-style-type: none"> <li>• <b>Qualification:</b> Bachelor of Commerce (B.COM) along with B.ED</li> <li>• <b>Age:</b> 43 years</li> <li>• <b>Address:</b> : D 1004, The Westford, Shiv Sai Road, Pimpale Saudagar, Pune, Maharashtra-411027</li> <li>• <b>Experience:</b> More than 13 years</li> <li>• <b>Occupation:</b> Business</li> <li>• <b>PAN:</b> CUIPS2239D</li> <li>• <b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue):</b> 21 Equity Shares and Negligible Holding in %</li> <li>• <b>Other Ventures:</b></li> </ul> <p><b>Indian Companies:</b> i) Mindpool Technologies Limited</p> <p><b>Foreign Companies:</b> i) Mindpool Technologies Inc</p>

Our Company confirms that the permanent account number, bank account number, passport number, aadhaar number and driving license number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this Red Herring Prospectus.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters by RBI or as fugitive economic offenders under Section 12 of Fugitive Economic Offenders Act, 2018 or any other governmental authority.

No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them.

None of (i) Our Promoters and members of our Promoter Group or persons (ii) the Companies with which our Promoter is or was associated as a promoter, director or person in control, are debarred or prohibited from accessing

the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Our Promoters or Promoter Group entities have not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoter Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoter.

### **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 Red Herring Prospectus.

### **Interest of Promoter**

Our Promoters are interested in our Company to the extent that they are the Promoters of our Company and to the extent of their respective shareholding directly or indirectly along with that of their relatives in our Company, their directorship in our Company (wherever applicable), interest payable on the loans provided to our Company and the dividends payable, if any, and any other distributions in respect of his shareholding in our Company or the shareholding of his relatives in our Company. For further details of our Promoter's shareholding, see "*Capital Structure*" on page 74 of this RHP. For further details of interest of our Promoter in our Company, see "*Restated Financial Statements*" on page 161 of this RHP.

Our Promoter is also interested to the extent of remuneration, benefits, reimbursement of expenses, sitting fees and commission payable to him and his relative by Company. For further details, see "*Our Management*" page 139 of this RHP. No sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested as a member, in cash or shares or otherwise by any person either to induce our Promoter to become, or qualify them as a director, or otherwise for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company. Our Promoter is interested in a SA Technologies Inc., USA, holding company venture that is involved in activities similar to those conducted by our Company.

Except as stated in this section and the section titled "*Restated Financial Statements*" on page 161 of this RHP, our Promoter does not have any interest in our Company other than as a Promoter.

Our Promoter is not interested in any transaction in acquisition of land or property, construction of building, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

### **Business Interests**

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which such Promoter is interested as a member, in cash or shares or otherwise by any person either to induce them to become or to qualify them as a director (as applicable) or otherwise for services rendered by them or by such Promoters or such firm or company in connection with the promotion or formation of our Company.

For details of related party transactions entered into by our Company with our Promoters during the financial year immediately preceding the date of this Red Herring Prospectus, please see "*Other Financial Information —Related Party Transactions*" beginning on page 161 of this RHP.

### Payment or benefits to our Promoter or our Promoter Group

Except as disclosed herein and as stated in “*Restated Financial Statements*” beginning on page 161, there has been no payment or benefits by our Company to our Promoter or any of the members of the Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Red Herring Prospectus.

The remuneration to the Promoter is being paid in accordance with their respective terms of appointment. For further details see “*Our Management- Terms of appointment of our Executive Directors*” beginning on page 135 of this RHP.

### Companies or firms with which our Promoter has disassociated in the last three years

Our Promoters has not disassociated himself from any company or firm in the three years immediately preceding the date of this Red herring Prospectus.

### Material Guarantees

Other than the guarantees provided by our Promoter in relation to certain of our borrowings as and when required, our Promoter have not given any material guarantees to any third parties as on the date of this Red Herring Prospectus. For details of our borrowings see, “*Financial Indebtedness*” and “*Restated Financial Statements*” beginning on pages 164 and 161 of this RHP.

### Confirmations

Our Promoter and members of our Promoter Group have not been declared wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

Our Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter is not and has never been promoter, director, or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### Our Promoter Group

In addition to our Promoters, individuals and entities that form part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

#### A. Individuals forming part of our Promoter Group

The individuals forming a part of our Promoter Group are as follows:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Manoj Joshi	Narottam Joshi	Father
	Sunila Joshi	Mother
	Priyanka Joshi	Spouse
	N.A	Brother
	N.A	Sister
	N.A	Daughter
	Shantanu Joshi and Abhinav Joshi	Son
	Shyam Sharma	Spouse’s Father
	Sheela Sharma	Spouse’s Mother
	N.A	Spouse’s Brother

<b>Name of the Promoter</b>	<b>Name of the Relative</b>	<b>Relationship with the Promoter</b>
	N.A	Spouse's Sister
<b>Priyanka Joshi</b>	Shyam Sharma	Father
	Sheela Sharma	Mother
	Manoj Joshi	Spouse
	N.A.	Brother
	N.A.	Sister
	N.A.	Daughter
	Shantanu Joshi and Abhinav Joshi	Son
	Narottam Joshi	Spouse's Father
	Sunila Joshi	Spouse's Mother
	N.A	Spouse's Brother
	N.A	Spouse's Sister
	<b>Ritesh Sharma</b>	Late Ramavtar Sharma
Shaila Sharma		Mother
Poonam Sharma		Spouse
N.A		Brother
Rakhee Sharma		Sister
Sheetal Sharma		Sister
N.A		Son
Anvi Ritesh Sharma		Daughter
Ishita Ritesh Sharma		Daughter
Late Keshrimal Sharma		Spouse's Father
Gitadevi Keshrimal Sharma		Spouse's Mother
N.A		Spouse's Brother
Krishna Subhash Sharma		Spouse's Sister
Babita Anurag Gaud		Spouse's Sister
Sheetal Nitin Sharma		Spouse's Sister
Jyoti Sharma	Spouse's Sister	
<b>Poonam Sharma</b>	Late Keshrimal Sharma	Father
	Gitadevi Keshrimal Sharma	Mother
	Ritesh Sharma	Spouse
	N.A	Brother
	Krishna Subhash Sharma	Sister
	Babita Anurag Gaud	Sister
	Sheetal Nitin Sharma	Sister
	Jyoti Sharma	Sister
	Anvi Ritesh Sharma	Daughter
	Ishita Ritesh Sharma	Daughter
	N.A	Son
	Late Ramavtar Sharma	Spouse's Father
	Shaila Sharma	Spouse's Mother
	N.A	Spouse's Brother
	Rakhee Sharma	Spouse's Sister
Sheetal Sharma	Spouse's Sister	



**B. The entities forming a part of our Promoter Group**

<b>S. No.</b>	<b>Entities</b>
1	Satincorp Technologies Inc., Canada
2	Opal Force Inc., USA
3	Opalforce Software India Limited

**C. Other Persons included in Promoter Group: NIL**

## OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated November 09, 2023 and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Offer Documents, our company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the section titled “**Financial Information**” on page 161 of this Red Herring Prospectus.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, Further, companies which are no longer associated with our company have not been disclosed as Group Companies. The following company has been identified and considered as the Group Company of our Company.

1. Mindpool Technologies Limited
2. Opalforce Software India Limited
3. Opalforce Inc., USA

### **Details of our Group Company**

#### **1. Mindpool Technologies Limited**

##### ***Corporate Information and Nature of Business:***

Mindpool Technologies Limited (CIN: L72900PN2011PLC138607) was incorporated on 21<sup>st</sup> February, 2012 as a Private Limited Company and thereafter converted into a Public Limited Company in 2018 followed by its listing on NSE Emerge Platform in the year 2019. The Company has its registered office located at 3rd & 4th, Sr No 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune Maharashtra India 411027. The Company carries out its operations majorly in India, USA and Canada and has a wholly owned subsidiary in USA with the name Mindpool Technologies Inc.

The Company carries out the business of **IT Staffing and other IT Enabled Services**. The object of the Company as detailed in its MOA is:

*To create, design, develop, buy, sell, trade, import, export, maintain computer software, software products, customize software, information technology enabled services and hardware, Very Large Scale Integrated Solutions, Application Specific Integrated Circuit Design, information technology products and to carry on business of computer networking and to develop, assemble, maintain, repair, install, import, export and deal in computers, microprocessors, electronics and electrical apparatus, computer equipments, gadgets, peripherals, modulers, auxiliary instruments, accessories of different capacities, sizes, descriptions and models relating to computer networking and computer hardware and provide online solutions thereon, in India and abroad and to carry on the business of consultants and advisers on the means and methods of establishing, extending, developing and improving, software and hardware systems of business, industries, administrative organizations, including project planning and evaluation, feasibility studies, operations research and matters related to software and hardware.*

##### ***Litigation:***

Our Group company is not party to any litigation which may have material impact on our company as on the date of this Red Herring Prospectus.

##### ***Board of Directors of the Company***

<b>Name of Director</b>	<b>Designation</b>
Mr. Ritesh Sharma	Managing Director and Chairman
Ms. Poonam Sharma	Whole Time Director
Mr. Sunil Jain	Independent Director
Mr. Kaustubh Karwe	Independent Director
Mr. Shailendra Naiyyar	Independent Director

*List of Shareholders of the Company as on September 30, 2023*

Sr. No.	Names of Shareholders	No. of Shares held	Percentage (%)
I	<b>Promoters &amp; Promoter Group</b>	30,10,000	71.28%
a	Ritesh Sharma	15,05,000	35.52%
b	Poonam Sharma	15,05,000	35.52%
c	Sheetal Sharma	10,000	0.24%
II	<b>Public Shareholding</b>	12,17,500	28.72%
<b>Total</b>		<b>42,37,500</b>	<b>100</b>

*Financial Summary of the company*

Particulars (31 <sup>st</sup> March, 2023)	Amount (in Lakhs except Earnings per share and diluted earnings per share)
Reserves	849.26
Sales	3390.72
Profit after Tax	64.46
Earnings Per Share	1.52
Diluted Earnings Per Share	1.52
Net Worth	1273.01

The financial information derived from the audited financial statements of Mindpool Technologies Limited for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are available at [www.mindpooltech.com](http://www.mindpooltech.com)

## 2. Opalforce Software India Limited

*Corporate Information and Nature of Business:*

Opalforce Software India Limited (CIN: U72900PN2009FLC134715) was incorporated on 24th September 2009 as a private company and thereafter converted into a Public Limited Company in 2023 and is in process of getting listed on NSE Emerge Platform. The Company has its registered office at 3rd Floor, Sr No 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune MH 411027. The Company carries out its operations majorly in India and USA and is a subsidiary of USA based body corporate Opalforce Inc.

The Company carries out the business of **IT Staffing and other IT Enabled Services**. The object of the Company as detailed in its MOA is:

*To create, design, develop, buy, sell, trade, import, export, maintain computer software, software products, customize software, information technology enabled services and hardware, Very Large Scale Integrated Solutions, Application Specific Integrated Circuit Design, information technology products and to carry on business of computer networking and to develop, assemble, maintain, repair, install, import, export and deal in computers, microprocessors, electronics and electrical apparatus, computer equipments, gadgets, peripherals, modulers, auxiliary instruments, accessories of different capacities, sizes, descriptions and models relating to computer networking and computer hardware and provide online solutions thereon, in India and abroad and to carry on the business of consultants and advisers on the means and methods of establishing, extending, developing and improving, software and hardware systems of business, industries, administrative organizations, including project planning and evaluation, feasibility studies, operations research and matters related to software and hardware.*

*To provide staffing, payroll and consulting services in the areas of information technology, software, web designing and development and other information technology enabled services.*

### **Litigation:**

Our Group company is not party to any litigation which may have material impact on our company as on the date of this Red Herring Prospectus.

### **Board of Directors of the Company**

<b>Name of Director</b>	<b>Designation</b>
Aditya Joshi	Managing Director and CEO
Shyam Sharma	Executive Director
Sheela Sharma	Non-Executive Director
Shabnam Khureshi	Independent Director
Sarika Sharma	Independent Director

### **List of Shareholders of the Company as on September 30, 2023**

<b>Sr. No.</b>	<b>Names of Shareholders</b>	<b>No. of Shares held</b>	<b>Percentage (%)</b>
<b>I</b>	<b>Promoters &amp; Promoter Group</b>	13,03,62,950	94.12%
a	Opalforce Inc., USA	1,20,48,795	87.00%
b	Sunila Narottam Joshi	50,00,000	3.61%
c	Sheela Sharma	48,75,000	3.52%
<b>II</b>	<b>Public Shareholding</b>	81,37,050	5.87%
<b>Total</b>		<b>13,85,00,000</b>	<b>100%</b>

### **Financial Summary of the company**

<b>Particulars (31<sup>st</sup> March, 2023)</b>	<b>Amount (in Lakhs except Earnings per share and diluted earnings per share)</b>
Reserves	
Sales	1401.18
Profit after Tax	128.95
Earnings Per Share	1289.54
Diluted Earnings Per Share	1289.54
Net Worth	243.42

The financial information derived from the audited financial statements of Opalforce Software India Limited for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are available at [www.opalforce.com](http://www.opalforce.com).

## **3. Opalforce Inc., USA**

### **Corporate Information and Nature of Business:**

Opalforce Inc., USA was incorporated on 29th June 2007 under the laws of Delaware, USA as an unlisted private company with Mrs. Priyanka Joshi as its sole shareholder and director for carrying out the business of IT Staffing, Consulting and other Enabled Services, i.e To provide staffing, payroll and consulting services in the areas of information technology, software, web designing and development and other information technology enabled services.

The registered office of the Company is situated at 1057 Oleander CT, Sunnyvale California- 94086 USA. The Company has one subsidiary company in India with the name of Opalforce Software India Limited.

***Litigation:***

Our Group company is not party to any litigation which may have material impact on our company as on the date of this Red Herring Prospectus.

***Board of Directors of the Company***

<b>Name of Director</b>	<b>Designation</b>
Priyanka Joshi	Director

***List of Shareholders of the Company as on September 30, 2023***

<b>Sr. No.</b>	<b>Names of Shareholders</b>	<b>No. of Shares held</b>	<b>Percentage (%)</b>
1	Priyanka Joshi	1500	100
	Total	<b>1500</b>	<b>100</b>

***Financial Summary of the company***

<b>Particulars (31<sup>st</sup> December, 2022)</b>	<b>Amount (in USD)</b>
Reserves	21,010
Sales	0
Profit after Tax	30,996
Earnings Per Share	20.66
Diluted Earnings Per Share	20.66
Net Worth	21,869

*Note: The foreign group company follows Calendar year as accounting year and has not completed audit for December 2023 and hence provided for December, 2022.*

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## DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act.

Our Company does not have formal dividend policy. The quantum of dividend, if any, and our ability to pay dividend will depend on a number of factors, including but not limited to the capital expenditure requirements, profit earned during the financial year and profit available for distribution, working capital requirements, business expansion and growth, cost of borrowing, economic environment, capital markets, and other factors considered by our Board. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, please see “**Financial Indebtedness**” on page 164 of this RHP. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Please see, “**Risk Factors** – *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures and are also prohibited by the terms of our financing arrangements*” on page 47 of this RHP.

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**SECTION VI FINANCIAL INFORMATION**

**RESTATED FINANCIAL INFORMATION**

<b>Sr. No.</b>	<b>Details</b>	<b>Page Number</b>
1.	Restated Financial Information	F1 – F37

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# Katariya & Munot

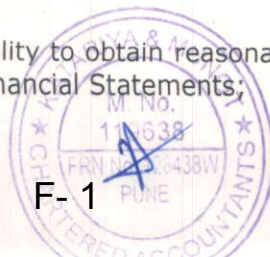
Chartered Accountants

105-106, B-III, Lloyds Chambers Mangalwar Peth, Maldhakka Chowk, Pune - 411 011  
Off: +91 20 2605 1100, +91 20 4126 7508, + 91 20 4120 1454

## Independent Auditor's Report on Restated Financial Statements

To,  
The Board of Directors  
**S A TECH SOFTWARE INDIA LIMITED**  
(Formerly known as "S A Tech Software India Private Limited")  
Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman nagar,  
Pune, Maharashtra, India, 411014

1. We have examined the attached restated financial information of **S A TECH SOFTWARE INDIA LIMITED (Formerly known as "S A Tech Software India Private Limited")** (hereinafter referred to as "**the Company**") comprising the restated statement of assets and liabilities as at June 30, 2024, March 31, 2024, 2023 and 2022, restated statement of profit and loss and restated cash flow statement for the financial year/ period ended on June 30, 2024, March 31, 2024, 2023 and 2022 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the "**restated financial information**" or "**Restated Financial Statements**") annexed to this report and initialed by us for identification purposes. These Restated Financial Statements have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on EMERGE Platform ("**IPO**" or "**EMERGE IPO**") of National Stock Exchange of India Limited ("**NSE**") of the company.
2. These restated summary statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part - I of Chapter III of Companies Act, 2013 (the "**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations**") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI**");
  - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**Guidance Note**")
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for inclusion in the Draft Prospectus/Prospectus ("**Offer Document**") to be filed with Securities and Exchange Board of India ("**SEBI**"), NSE and Registrar of Companies (Pune) in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Financial Statements taking into consideration:
  - (i) The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed EMERGE IPO;
  - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;



F- 1

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- (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. The Restated Financial Statements of the Company have been compiled by the management from audited financial statements for the year/ period ended on June 30, 2024 , March 31, 2024, 2023 and 2022.
6. Audit for the financial year/ period ended June 30, 2024 , March 31, 2024, March 31, 2023, and 2022 was conducted by us vide report dt. July 19, 2024, July 05, 2024, June 25, 2023, May 16, 2022 respectively. There are no audit qualifications in the audit reports issued by previous auditors, and which would require adjustments in the Restated Financial Statements of the Company. The financial report included for these period/years is based solely on the report submitted by him.
7. Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Financial Statements:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year/ period ended on June 30, 2024 , March 31, 2024, 2023 and 2022.
- b) do not require any adjustment for modification as there is no modification in the underlying audit reports.
- c) have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
- d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
- (i) The "**restated statement of asset and liabilities**" of the Company as at June 30, 2024 , March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
- (ii) The "**restated statement of profit and loss**" of the Company for the financial year/ period ended June 30, 2024, March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
- (iii) The "**restated statement of cash flows**" of the Company for the financial year/ period ended June 30, 2024, March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.
9. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year/ period ended as at June 30, 2024, March 31, 2024, March 31, 2023, and 2022 proposed to be included in the Offer Document.

**Annexure to Restated Financial Statements of the Company: -**

- I. Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I.



- II. Summary statement of profit and loss, as restated as appearing in ANNEXURE II.
- III. Summary statement of cash flows as restated as appearing in ANNEXURE III.
- IV. Corporate Information, Significant accounting policies as restated and Notes to reconciliation of restated profits and net worth as appearing in ANNEXURE IV.
- V. Details of share capital as restated as appearing in ANNEXURE V to this report.
- VI. Details of reserves and surplus as restated as appearing in ANNEXURE VI to this report.
- VII. Details of Long-term borrowings as restated as appearing in ANNEXURE VII to this report.
- VIII. Details of Other long-term liabilities as restated as appearing in ANNEXURE VIII to this report.
- IX. Details of long-term provisions as restated as appearing in ANNEXURE IX to this report;
- X. Details of short-term borrowings as restated as appearing in ANNEXURE X to this report.
- XI. Details of trade payables as restated as appearing in ANNEXURE XI to this report.
- XII. Details of other current liabilities as restated as appearing in ANNEXURE XII to this report.
- XIII. Details of short-term provisions as restated as appearing in ANNEXURE XIII to this report.
- XIV. Details of property, plant & equipment and intangible assets as appearing in ANNEXURE XIV to this report.
- XV. Details of non-current investment as restated as appearing in ANNEXURE XV to this report.
- XVI. Details of deferred tax asset as restated as appearing in ANNEXURE XVI to this report.
- XVII. Details of long-term loans and advances as restated as appearing in ANNEXURE XVII to this report.
- XXVIII. Details of other non-current assets as restated as appearing in ANNEXURE XXVIII to this report.
- XIX. Details of trade receivables as restated as appearing in ANNEXURE XIX to this report.
- XX. Details of cash and cash equivalents as restated as appearing in ANNEXURE XX to this report.
- XXI. Details of short-term loans and advances as restated as appearing in ANNEXURE XXI to this report.
- XXII. Details of other current asset as restated as appearing in ANNEXURE XXII to this report.
- XXIII. Details of revenue from operations as restated as appearing in ANNEXURE XXIII to this report.
- XXIV. Details of other income as restated as appearing in ANNEXURE XXIV to this report.
- XXV. Details of employee benefit expenses as restated as appearing in ANNEXURE XXV to this report.
- XXVI. Details of finance costs as restated as appearing in ANNEXURE XXVI to this report.
- XXVII. Details of depreciation and amortization expense as restated as appearing in ANNEXURE XXVII to this report.
- XXVIII. Details of other expenses as restated as appearing in ANNEXURE XXVIII to this report.
- XXIX. Details of bifurcative other income as restated as appearing in ANNEXURE XXIX to this report.
- XXX. Ageing of trade payables as restated as appearing in ANNEXURE XXX to this report.
- XXXI. Ageing of trade receivables as restated as appearing in ANNEXURE XXXI to this report.
- XXXII. Details of Gratuity as per AS-15 as restated as appearing in ANNEXURE XXXII to this report.
- XXXIII. Summary of significant accounting ratios as restated as appearing in ANNEXURE XXXIII to this report.
- XXXIV. Statement of tax shelters as restated as appearing in ANNEXURE XXXIV to this report.
- XXXV. Details of related party transactions as restated as appearing in ANNEXURE XXXV to this report.
- XXXVI. Details of contingent liabilities & commitment as restated as appearing in ANNEXURE XXXVI to this report.
- XXXVII. Details of restated value of imports calculated on C.I.F. basis by the company during the financial year as appearing in ANNEXURE XXXVII to this report.
- XXXVIII. Details of expenditure in foreign currency during the financial year as restated as appearing in ANNEXURE XXXVIII to this report.
- XXXIX. Details of earnings in foreign exchange as restated as appearing in ANNEXURE XXXIX to this report.
- XL. Details of dues of small enterprises and micro enterprises as restated as restated as appearing in ANNEXURE XL to this report.
- XLI. Additional Regulatory Information as per Para Y of Schedule III to Companies Act, 2013 as restated as appearing in ANNEXURE XLI to this report.
- XLII. Capitalisation Statement as of June 30, 2024 as restated as appearing in ANNEXURE XLII to this report;

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

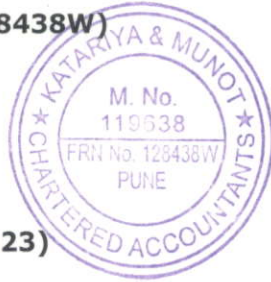


11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the board of directors for inclusion in the offer document to be filed with SEBI, NSE and Registrar of Companies (Pune) in connection with the proposed EMERGE IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For M/s Katariya & Munot  
Chartered Accountants  
(Firm's Registration No. - 128438W)**



**Poonam Katariya  
(Partner)  
(M. No. - 119638)  
(UDIN - 24119638BKARVU3923)**



**Place: Pune  
Date: 19-07-2024**

**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE - I  
(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>EQUITY AND LIABILITIES</b>						
1)	<b>Shareholders Funds</b>					
	a. Share Capital	V	915.73	915.73	42.98	42.98
	b. Reserves & Surplus	VI	498.70	250.62	729.50	620.91
2)	<b>Non - Current Liabilities</b>					
	a. Long-term Borrowings	VII	975.75	871.21	719.08	1,053.31
	b. Other long-term liabilities	VIII	2.70	2.70	2.70	2.70
	c. Long-term Provisions	IX	97.13	92.49	73.30	66.32
3)	<b>Current Liabilities</b>					
	a. Short Term Borrowings	X	1,129.47	416.91	740.10	906.03
	b. Trade Payables	XI				
	- Due to Micro and Small Enterprises		13.46	41.87	10.87	5.61
	- Due to Others		97.34	93.83	278.21	67.69
	c. Other Current liabilities	XII	766.28	892.61	859.53	448.95
	d. Short Term Provisions	XIII	206.67	128.09	9.68	14.69
<b>TOTAL</b>			<b>4,703.23</b>	<b>3,706.06</b>	<b>3,465.95</b>	<b>3,229.19</b>
<b>ASSETS</b>						
1)	<b>Non Current Assets</b>					
	a. Property, Plant & Equipment and Intangible Assets	XIV				
	- Property, Plant & Equipment		527.49	385.55	299.17	279.44
	- Intangible Assets		0.22	0.22	0.32	0.90
	b. Non-Current Investments	XV	484.36	484.36	484.36	484.36
	c. Deferred Tax Assets (Net)	XVI	34.48	33.62	117.63	183.18
	d. Long-term Loans & Advances	XVII	64.84	52.26	286.95	224.06
	e. Other Non-current assets	XVIII	68.12	89.69	10.21	8.13
2)	<b>Current Assets</b>					
	a. Trade Receivables	XIX	2,025.60	1,575.59	602.84	980.29
	b. Cash and Bank Balances	XX	240.77	60.64	610.79	121.88
	c. Short term loan and advances	XXI	111.64	101.99	164.12	132.55
	d. Other current assets	XXII	1,145.71	922.14	889.56	814.40
<b>TOTAL</b>			<b>4,703.23</b>	<b>3,706.06</b>	<b>3,465.95</b>	<b>3,229.19</b>

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLII)

For M/s Katariya & Munot  
Chartered Accountants  
FRN - 128438W

Poonam Katariya  
Partner

Mem No - 119638  
UDIN - 24119638

Place : Pune  
Date :

19 JUL 2024



For and on behalf of the Board of Directors of S A Tech Software India Limited

Ritesh Ramavtar Sharma  
(Director)  
DIN - 02676486

Place : Pune  
Date :

Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

Arnika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

Bhavin Goda  
(CFO)  
PAN - AJJPG4685J

19 JUL 2024

**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE - II  
(₹ In Lakhs)

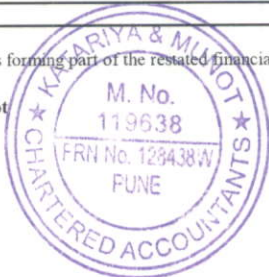
Sr. No.	Particulars	Annexure No.	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
A	<b>INCOME</b>					
	Revenue from Operations	XXIII	2,388.87	7,188.22	5,639.31	4,106.11
	Other Income	XXIV	8.31	49.90	33.74	48.26
	<b>Total Income (A)</b>		<b>2,397.18</b>	<b>7,238.12</b>	<b>5,673.05</b>	<b>4,154.37</b>
B	<b>EXPENDITURE</b>					
	Employee benefits expense	XXV	1,773.38	5,497.47	4,824.91	4,103.06
	Finance costs	XXVI	52.98	279.75	266.18	261.49
	Depreciation and amortization expense	XXVII	27.91	83.17	80.87	55.59
	Other expenses	XXVIII	209.78	852.43	326.95	424.52
	<b>Total Expenses (B)</b>		<b>2,064.05</b>	<b>6,712.82</b>	<b>5,498.91</b>	<b>4,844.66</b>
C	<b>Profit before tax</b>		<b>333.13</b>	<b>525.30</b>	<b>174.14</b>	<b>(690.29)</b>
D	<b>Tax Expense:</b>					
	(i) Current tax	XXXIV	85.91	72.44	0.00	-
	(ii) Deferred tax expenses/(credit)	XVI	(0.85)	84.00	65.55	(142.04)
	<b>Total Expenses (D)</b>		<b>85.06</b>	<b>156.44</b>	<b>65.55</b>	<b>(142.04)</b>
E	<b>Profit for the year (C-D)</b>		<b>248.07</b>	<b>368.86</b>	<b>108.59</b>	<b>(548.25)</b>
F	<b>Earnings per share (Face value of ₹ 10/- each):</b>					
	i. Basic		2.71	4.06	1.20	(6.07)
	ii. Diluted		2.71	4.06	1.20	(6.07)

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLII)

For M/s Katariya & Munot  
Chartered Accountants  
FRN - 128438W

Poonam Katariya  
Partner  
Mem No - 119638  
UDIN - 24119638KARYU3923

Place : Pune  
Date : 19 JUL 2024



For and on behalf of the Board of Directors of S A Tech Software India Limited

Ritesh Ramavtar Sharma  
(Director)  
DIN - 02676486

Place : Pune  
Date :

Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

Arnika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

Bhavin Goda  
(CFO)  
PAN - AJIPG4685J

19 JUL 2024

**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE - III  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cash Flow From Operating Activities:</b>				
Net Profit before tax as per Profit And Loss A/c	333.13	525.30	174.14	(690.29)
<b>Adjustments for:</b>				
Finance Cost	52.98	279.75	266.18	261.49
Interest Income on FD	(1.06)	(2.67)	(9.21)	(1.78)
Interest Income on Refund of Income tax	-	(18.53)	-	-
Foreign Exchange Loss	6.06	46.82	-	14.47
Foreign Exchange Gain	-	-	(13.13)	-
Profit/Loss on sale of fixed assets	-	-	-	0.29
Rental Income	(7.25)	(28.20)	(11.40)	(10.80)
Gratuity	6.01	25.20	12.77	-
Depreciation and Amortisation Expense	27.91	83.17	80.87	55.59
<b>Operating Profit Before Working Capital Changes</b>	<b>417.78</b>	<b>910.84</b>	<b>500.22</b>	<b>(371.03)</b>
Adjusted for (Increase)/Decrease in operating assets				
Inventories	-	-	-	-
Trade Receivables	(450.01)	(972.75)	390.57	6.63
Short Term Loans and advances	(9.65)	62.13	(31.57)	(8.16)
Other Assets	(202.00)	(112.06)	(77.24)	697.25
Adjusted for Increase/(Decrease) in operating liabilities:				
Trade Payables	(24.90)	(153.39)	215.79	(5.94)
Other Current Liabilities & Provisions	(49.12)	145.48	399.78	(122.56)
<b>Cash Generated From Operations Before Extra-Ordinary Items</b>	<b>(317.90)</b>	<b>(119.75)</b>	<b>1,397.55</b>	<b>196.19</b>
Net Income Tax paid/ refunded	(98.49)	180.80	(62.89)	(160.12)
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>(416.39)</b>	<b>61.05</b>	<b>1,334.66</b>	<b>36.07</b>
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>				
Purchase of property, plant & equipment and intangible assets	(169.85)	(169.45)	(100.02)	(262.04)
Sale of property, plant & equipment	-	-	-	1.00
Interest Income on FD	1.06	2.67	9.21	1.78
Rental Income	7.25	28.20	11.40	10.80
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>(161.54)</b>	<b>(138.58)</b>	<b>(79.41)</b>	<b>(248.46)</b>
<b>Cash Flow from Financing Activities:</b>				
Proceeds/(Repayment) of Borrowings	811.04	(217.88)	(500.16)	464.54
Dividend Paid	-	-	-	-
Proceeds from issue of shares	-	25.00	-	-
Finance Cost Paid	(52.98)	(279.75)	(266.18)	(261.49)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>758.06</b>	<b>(472.63)</b>	<b>(766.34)</b>	<b>203.05</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>180.13</b>	<b>(550.16)</b>	<b>488.91</b>	<b>(9.34)</b>
Cash & Cash Equivalents As At Beginning of the Year	60.64	610.79	121.88	131.22
Cash & Cash Equivalents As At End of the Year	<b>240.77</b>	<b>60.64</b>	<b>610.79</b>	<b>121.88</b>
<b>Cash &amp; Cash Equivalents Includes:</b>				
Cash-in-Hand	5.00	5.00	5.00	5.00
Balance with Banks	235.77	55.64	605.79	116.88

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLII)

Note: The Cash Flow Statements has been prepared under Indirect Method as set out in Accounting Standard 3, Cash Flow Statements notified under section 133 of the Companies Act, 2013.

For M/s Katariya & Munot  
Chartered Accountants

FRN- 128438W

Poonam Katariya

Partner

Mem No - 119638

UDIN - 24119638BKAR VU39 23


Place : Pune

Date :

For and on behalf of the Board of Directors of S A Tech Software India Limited

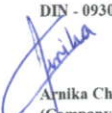
  
Ritesh Ramavtar Sharma  
(Director)  
DIN - 02676486

  
Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

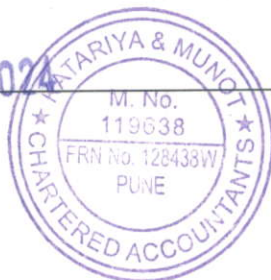
  
Bhavin Goda  
(CFO)  
PAN - AJIPG4685J

Place : Pune

Date :

  
Anika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

19 JUL 2024



**S A TECH SOFTWARE INDIA LIMITED**  
**(formerly Known as "S A Tech Software India Private Limited")**  
**CIN: U72900PN2012FLC145261**

**ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH**

**1. CORPORATE INFORMATION**

S A Tech Software India Limited is a company Incorporated on November 01, 2012 as formerly "S A Tech Software India Private Limited". The corporate identification number of the company is U72900PN2012FTC145261.

The company has been converted from Private Company to Public Company on November 03, 2023.

The company is engaged in the business of IT Staffing, IT Services and information technology enabled services. The Company has its development centre at Pune, Bengaluru, Hyderabad, Gurgaon.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**2.01 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

The restated summary statement of assets and liabilities of the Company as at June 30, 2024, March 31, 2024, March 31, 2023 and 2022 and the related restated summary statement of profits and loss and cash flows for the year/period ended on June 30, 2024, March 31, 2024, March 31, 2023 and 2022 (herein collectively referred to as "Restated Summary Statements") have been compiled by the management from the audited Financial Statements of the Company for the year/period ended on June 30, 2024, March 31, 2024, March 31, 2023 and 2022 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) ("Guidance Note"). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the NSE in connection with its proposed SME IPO. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

**2.02 USE OF ESTIMATES**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**2.03 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS**

**(i) Property, Plant & Equipment**

All Property, Plant & Equipment are recorded at cost including taxes, duties, freight and other incidental expenses incurred in relation to their acquisition and bringing the asset to its intended use.



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**ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH**

**(ii) Intangible Assets**

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

**2.04 DEPRECIATION / AMORTISATION**

Depreciation on fixed assets is calculated on a straight-line method using the rates arrived at based on the useful lives estimated by the

**2.05 IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

**2.06 INVESTMENTS:**

Current investments are carried at cost or fair-value whichever is lower. Further, any reduction to fair value and any reversals of such reductions are included in the profit and loss statement.

Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment. Cost of investments sold is arrived using average method.

**2.07 BORROWING COSTS**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

**2.08 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**2.09 REVENUE RECOGNITION**

Revenue from software development and support services comprises of income from time and material and fixed price contracts. Revenue with respect to time and material contracts is recognized as and when related services are performed. Revenue from fixed price contract is recognized in accordance with the percentage of completion method. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those services. Unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

**2.10 OTHER INCOME**

Interest Income on fixed deposit is recognized on time proportion basis. Other Income is accounted for when right to receive such income is established.





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**2.11 TAXES ON INCOME**

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax. Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

**2.12 CASH AND BANK BALANCES**

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Other Bank Balances comprises of cash and bank balances other than cash and cash equivalents which has original maturity of more than three months and restricted balances.

**2.13 EARNINGS PER SHARE**

Basic earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

**2.14 EMPLOYEE BENEFITS**

**Defined Contribution Plan:**

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.

**Defined Benefit Plan:**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service without any monetary limit. Vesting occurs upon completion of five years of service. Provision for gratuity has been made in the books as per actuarial valuation done as at the end of the year.

**2.15 SEGMENT REPORTING**

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.



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**ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH**

**3. NOTES ON RECONCILIATION OF RESTATED PROFITS**

(₹ in Lakhs)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	248.07	373.66	218.97	(687.98)
<b>Adjustments for:</b>				
Interest and Penalty on TDS Liability	-	-	(46.63)	(4.37)
Prior Period Expenses		104.97	-	-
Income tax expense	-	(3.22)	-	-
Deferred tax expense	-	(106.55)	(63.75)	144.10
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>248.07</b>	<b>368.86</b>	<b>108.59</b>	<b>(548.25)</b>

**Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:**

- Prior period: The Company has given prior period impact of previous years other than income tax.
- Interest and Penalty on TDS Liability: The Company has not booked interest and penalty on TDS which has now been restated
- Income Tax Expense: The Company has inappropriately calculated income tax liability which has now been restated for restatement adjustment as above and provided for using tax rates related to the respective financial year as per Statement of tax shelters.
- Deferred Tax Expenses: The Company has calculated deferred tax impact at a lower tax rate which has now been restated and provided for after considering gratuity liability and Book loss as per income tax.

**4. NOTES ON RECONCILIATION OF RESTATED NET-WORTH**

(₹ in Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Networth as audited (a)</b>	<b>1,370.14</b>	<b>1,122.06</b>	<b>723.39</b>	<b>504.42</b>
<b>Adjustments for:</b>				
<b>Opening Balance of Adjustments</b>	<b>44.29</b>	<b>49.09</b>	<b>159.47</b>	
Less: Deferred Tax for earlier years	-	-	-	26.21
Add/(Less): Interest and Penalties of TDS Liability	-	-	-	(0.02)
Change in Profit	-	(4.80)	(110.37)	139.73
<b>Closing Balance of Adjustments (b)</b>	<b>44.29</b>	<b>44.29</b>	<b>49.09</b>	<b>159.47</b>
<b>Networth as restated (a +b)</b>	<b>1,414.43</b>	<b>1,166.35</b>	<b>772.48</b>	<b>663.89</b>

**Explanatory notes to the above restatements to networth made in the audited Financial Statements of the Company for the respective years:**

- Deferred Tax for earlier years: The Company has not calculated correctly the deferred tax impact on WDV of property, plant & equipment which has now been restated and provided for after considering gratuity liability and changes in WDV of property, plant & equipment.
- Interest and Penalty on TDS Liability: Refer Pt. 3(a) above
- Changes in Profit: Refer Pt. 3 above

**5. ADJUSTMENTS HAVING NO IMPACT ON NETWORTH AND PROFIT:**

**a. Material Regrouping**

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Financial Statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).



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DETAILS OF SHARE CAPITAL AS RESTATED

ANNEXURE V

(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>EQUITY SHARE CAPITAL:</b>				
<b>AUTHORISED:</b>				
Equity Shares of ₹ 10 each	1,400.00	1,400.00	400.00	400.00
	<b>1,400.00</b>	<b>1,400.00</b>	<b>400.00</b>	<b>400.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>				
Equity Shares of ₹ 10 each fully paid up	915.73	915.73	42.98	42.98
	<b>915.73</b>	<b>915.73</b>	<b>42.98</b>	<b>42.98</b>
<b>TOTAL</b>				

Reconciliation of number of shares outstanding at the end of the year:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Equity Shares at the beginning of the year/period	9,157,281	429,811	429,811	429,811
Add: Right Shares issued during the year/period	-	6,250	-	-
Add: Bonus Shares issued during the year/period	-	8,721,220	-	-
<b>Equity Shares at the end of the year</b>	<b>9,157,281</b>	<b>9,157,281</b>	<b>429,811</b>	<b>429,811</b>

Note:

- 1) Terms/Rights attached to Equity Shares: The company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Share holders.
- 2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.
- 3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at June 30, 2024	
	No. of Shares	% of Holding
<b>Equity Share Holders</b>		
Mindpool Technologies Limited	1,767,150	19.30%
SA Technologies Inc. (USA)	7,168,476	78.28%



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Name of Shareholders	As at March 31,2024	
	No. of Shares	% of Holding
<b>Equity Share Holders</b>		
Mindpool Technologies Limited	1,767,150	19.30%
SA Technologies Inc. (USA)	7,168,476	78.28%

**Details of Shareholders holding more than 5% of the aggregate shares of the company:**

Name of Shareholders	As at March 31,2023	
	No. of Shares Held	% of Holding
<b>Equity Share Holders</b>		
Mindpool Technologies Limited	84,150	19.58%
SA Technologies Inc. (USA)	341,356	79.42%

**Details of Shareholders holding more than 5% of the aggregate shares of the company:**

Name of Shareholders	As at March 31,2022	
	No. of Shares Held	% of Holding
<b>Equity Share Holders</b>		
Mindpool Technologies Limited	172,296	40.09%
SA Technologies Inc. (USA)	257,510	59.91%

**Details of equity shares held by promoters:**

Name of Promoter	As at June 30,2024		% Change during the
	No. of Shares	% of Holding	
Mindpool Technologies Limited	1,767,150	19.30%	0.00%
SA Technologies Inc. (USA)	7,168,476	78.28%	0.00%
Ritesh Ramavtar Sharma	42,021	0.46%	0.00%
Poonam Ritesh Sharma	21	0.00%	0.00%

**Details of equity shares held by promoters:**

Name of Promoter	As at March 31,2024		% Change during the
	No. of Shares	% of Holding	
Mindpool Technologies Limited	1,767,150	19.30%	(0.28%)
SA Technologies Inc. (USA)	7,168,476	78.28%	(1.14%)
Ritesh Ramavtar Sharma	42,021	0.46%	0.46%
Poonam Ritesh Sharma	21	0.00%	(0.00%)



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**Details of equity shares held by promoters:**

Name of Promoter	As at March 31, 2023		% Change during the
	No. of Shares	% of Holding	
Mindpool Technologies Limited	84,150	19.58%	(20.51%)
SA Technologies Inc. (USA)	341,356	79.42%	19.51%
Ritesh Ramavtar Sharma	1	0.00%	0.00%
Poonam Ritesh Sharma	1	0.00%	0.00%

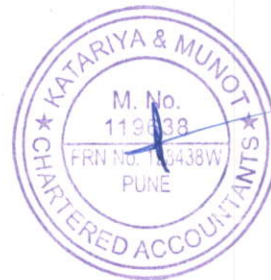
**Details of equity shares held by promoters:**

Name of Promoter	As at March 31, 2022		% Change during the
	No. of Shares	% of Holding	
Mindpool Technologies Limited	172,296	40.09%	(10.94%)
SA Technologies Inc. (USA)	257,510	59.91%	10.95%
Ritesh Ramavtar Sharma	1	0.00%	0.00%
Poonam Ritesh Sharma	1	0.00%	0.00%

**DETAILS OF RESERVE & SURPLUS AS RESTATED**

ANNEXURE VI  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Securities Premium</b>				
Balance at the beginning of the year/period	-	340.36	340.36	340.36
Add: Additions During Year/period	-	24.38	-	-
Less: Utilised for bonus issue	-	(364.74)		
Balance at the end of the year/period	-	-	<b>340.36</b>	<b>340.36</b>
<b>Balance in profit &amp; Loss A/c</b>				
Opening Balance	250.62	389.14	280.55	809.07
Add : Net profit / (Loss) after Tax for the year/period	248.07	368.86	108.59	(548.25)
Less: Income Tax Expenses for earlier years	-	-	-	(6.45)
Less: Deferred Tax for earlier years	-	-	-	26.21
Add/(Less): Interest and Penalties of TDS Liability	-	-	-	(0.03)
Less: Utilised for bonus shares	-	(507.38)		
Balance at the end of the year	498.70	250.62	<b>389.14</b>	<b>280.55</b>
<b>TOTAL</b>	<b>498.70</b>	<b>250.62</b>	<b>729.50</b>	<b>620.91</b>



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**DETAILS OF LONG TERM BORROWINGS AS RESTATED**

ANNEXURE VII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>				
<u>Term Loan (Including emergency credit line)</u>				
- Banks	376.36	395.22	436.24	578.03
- Others	-	-	-	-
<u>Vehicle Loan</u>				
- Banks	126.56	3.16	4.79	6.26
- Others	-	-	-	-
<b>Unsecured</b>				
<u>Term Loan</u>				
- Banks	-	-	-	-
- Others (Including NBFC)	200.00	200.00	-	193.52
<u>Loan from Related parties</u>				
- Directors*	2.80	2.80	2.80	2.80
- Group Companies	270.03	270.03	275.25	272.70
<b>TOTAL</b>	<b>975.75</b>	<b>871.21</b>	<b>719.08</b>	<b>1,053.31</b>

(Refer Annexure for terms of security, repayment and other relevant details)

\*Loan from Directors are interest-free and expected to repayable after 12 months from the reporting date.

**DETAILS OF OTHER LONG-TERM LIABILITIES AS RESTATED**

ANNEXURE VIII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Rent Deposit	2.70	2.70	2.70	2.70
<b>TOTAL</b>	<b>2.70</b>	<b>2.70</b>	<b>2.70</b>	<b>2.70</b>

**DETAILS OF LONG TERM PROVISIONS AS RESTATED**

ANNEXURE IX  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	97.13	92.49	73.30	66.32
<b>TOTAL</b>	<b>97.13</b>	<b>92.49</b>	<b>73.30</b>	<b>66.32</b>



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**DETAILS OF SHORT TERM BORROWINGS AS RESTATED**

ANNEXURE X  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<u>Cash Credit</u>				
-From Banks	276.38	140.12	269.49	276.98
<u>Bill Discounting</u>				
-From Banks	571.10	197.45	371.49	539.70
<u>Unsecured</u>				
<u>Term Loan</u>				
- Others (Including NBFC)	200.00	-	-	-
Current maturities to long-term debt	81.99	79.34	99.12	89.35
<b>TOTAL</b>	<b>1,129.47</b>	<b>416.91</b>	<b>740.10</b>	<b>906.03</b>

(Refer Annexure for terms of security, repayment and other relevant details)

**DETAILS OF TRADE PAYABLES AS RESTATED**

ANNEXURE XI  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Due to Micro and Small Enterprises	13.46	41.87	10.87	5.61
Due to Others	97.34	93.83	278.21	67.69
<b>TOTAL</b>	<b>110.80</b>	<b>135.70</b>	<b>289.08</b>	<b>73.30</b>

(Refer Annexure - XXX for ageing)

**DETAILS OF OTHER CURRENT LIAIBILITIES AS RESTATED**

ANNEXURE XII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	331.57	417.61	517.35	311.40
Advance from Customer	-	13.90	27.48	27.42
Employee benefit payable	434.71	454.25	314.70	110.13
Bank Overdraft	-	6.85	-	-
<b>TOTAL</b>	<b>766.28</b>	<b>892.61</b>	<b>859.53</b>	<b>448.95</b>



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**DETAILS OF SHORT TERM PROVISIONS AS RESTATED**

ANNEXURE XIII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Audit Fees	5.58	8.08	3.83	7.83
Provision for Gratuity	3.02	2.92	2.36	2.10
Provision for Interest	111.55	98.88	0.09	4.76
Provisions for Tax (Net of Advance Tax, TDS and TCS)	31.15	-	-	-
Provision for Expenses	55.37	18.21	3.40	-
<b>TOTAL</b>	<b>206.67</b>	<b>128.09</b>	<b>9.68</b>	<b>14.69</b>

**DETAILS OF NON CURRENT INVESTMENTS AS RESTATED**

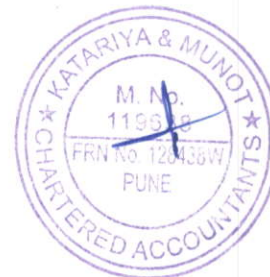
ANNEXURE XV  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<i>Unquoted, Non-Trade (At Cost)</i>	-	-	-	-
<i>Investment in Property</i>	484.36	484.36	484.36	484.36
<b>TOTAL</b>	<b>484.36</b>	<b>484.36</b>	<b>484.36</b>	<b>484.36</b>
Aggregate value of quoted investments	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate carrying value of unquoted investments	484.36	484.36	484.36	484.36
Aggregate provision for diminution in value of investments	-	-	-	-

**DETAILS OF DEFERRED TAX ASSETS (NET) AS RESTATED**

ANNEXURE XVI  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<i>Deferred Tax Assets arising on account of:</i>				
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961	9.27	9.61	12.69	14.73
-Expenses disallowed under Income Tax Act, 1961	25.21	24.01	104.94	168.45
<b>TOTAL</b>	<b>34.48</b>	<b>33.62</b>	<b>117.63</b>	<b>183.18</b>





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**DETAILS OF LONG-TERM LOANS & ADVANCES AS RESTATED**

ANNEXURE XVII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Income Tax Refund Receivable	47.54	15.21	-	-
Advance Tax, TDS and TCS (Net of Provisions for Tax)	17.30	37.05	286.95	224.06
<b>TOTAL</b>	<b>64.84</b>	<b>52.26</b>	<b>286.95</b>	<b>224.06</b>

**DETAILS OF OTHER NON CURRENT ASSETS AS RESTATED**

ANNEXURE XVIII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Telephone Jio/Internet SVCL Deposit	0.90	0.90	0.90	0.90
Rent Deposit	67.22	47.22	9.31	7.23
Fixed deposit (includes fixed deposits having maturity of more than 3 months with remaining maturity of more than 12 month)	-	41.57	-	-
<b>TOTAL</b>	<b>68.12</b>	<b>89.69</b>	<b>10.21</b>	<b>8.13</b>

**DETAILS OF TRADE RECEIVABLES AS RESTATED**

ANNEXURE XIX  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, Considered Good</b>				
Trade Receivable More than Six Months	555.09	671.58	57.89	264.67
Trade Receivable Less than Six Months	1,470.51	904.01	544.95	715.62
<b>TOTAL</b>	<b>2,025.60</b>	<b>1,575.59</b>	<b>602.84</b>	<b>980.29</b>



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(Refer Annexure - XXXI for ageing)

**DETAILS OF CASH & BANK BALANCE AS RESTATED**

ANNEXURE XX  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b><u>a. Cash and Cash Equivalents</u></b>				
Cash-in-Hand	5.00	5.00	5.00	5.00
Balance with Banks	230.36	33.33	588.62	100.33
<b><u>b. Other Bank Balances</u></b>				
Fixed Deposit	5.41	22.31	17.17	16.55
<i>(Fixed deposits having original maturity of more than 3 months and remaining maturity upto 12months has been given to bank as lien against hedging exposure limit)</i>				
<b>TOTAL</b>	<b>240.77</b>	<b>60.64</b>	<b>610.79</b>	<b>121.88</b>

**DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED**

ANNEXURE XXI  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advances to Employees	34.51	37.31	61.49	53.01
Vendor advances	58.40	57.98	58.33	63.84
Prepaid Expenses	18.73	6.70	44.30	14.59
<b>TOTAL</b>	<b>111.64</b>	<b>101.99</b>	<b>164.12</b>	<b>132.55</b>

**DETAILS OF OTHER CURRENT ASSETS AS RESTATED**

ANNEXURE XXII  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Reimbursement receivable	-	-	0.14	0.14
Earnest Money Deposit	9.00	9.00	-	-
Unbilled revenue	1,135.65	913.14	889.42	814.26
Accrued Interest on FD	1.06	-	-	-
<b>TOTAL</b>	<b>1,145.71</b>	<b>922.14</b>	<b>889.56</b>	<b>814.40</b>



**S A TECH SOFTWARE INDIA LIMITED**  
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**DETAILS OF REVENUE FROM OPERATIONS AS RESTATED**

ANNEXURE - XXIII  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Services - Export	1,024.41	1,031.95	257.33	202.51
Sale of Services - Domestic	1,364.46	6,156.27	5,381.98	3,903.60
	-	-	-	-
<b>TOTAL</b>	<b>2,388.87</b>	<b>7,188.22</b>	<b>5,639.31</b>	<b>4,106.11</b>

**DETAILS OF OTHER INCOME AS RESTATED**

ANNEXURE - XXIV  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income on FD	1.06	2.67	9.21	1.78
Interest Income on Refund of Income tax	-	18.53	-	-
Foreign Exchange Gain	-	-	13.13	-
MSME Interest received	-	0.50	-	-
Miscellaneous Income	-	-	-	2.85
Reversal of Gratuity Liability	-	-	-	32.83
Rental Income	7.25	28.20	11.40	10.80
<b>TOTAL</b>	<b>8.31</b>	<b>49.90</b>	<b>33.74</b>	<b>48.26</b>



**S A TECH SOFTWARE INDIA LIMITED**  
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**DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED**

ANNEXURE - XXV  
(₹ In Lakhs)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31 , 2022
Salary to Staff	1,728.88	5,262.37	4,629.58	3,887.33
Director's Remuneration	5.91	23.65	18.17	14.13
Intern Stipend Expenses	-	0.27	2.30	1.60
Meals & Entertainment Expenses	-	-	-	12.01
Labour Welfare Expenses	0.10	0.14	0.17	0.20
Recruitment Expenses	4.05	63.03	61.78	61.24
EPF Employers Contribution	23.20	96.75	83.78	96.57
ESIC Employers Contribution	0.07	0.74	0.76	1.35
Gratuity Expense	6.01	25.20	12.77	-
Staff Welfare Expense	5.16	25.32	15.60	28.63
<b>TOTAL</b>	<b>1,773.38</b>	<b>5,497.47</b>	<b>4,824.91</b>	<b>4,103.06</b>

**DETAILS OF FINANCE COST AS RESTATED**

ANNEXURE - XXVI  
(₹ In Lakhs)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31 , 2022
Bank and FIs Charges (Including Processing Charges and Guarantee Commission)	0.09	12.90	1.09	25.79
Interest on Borrowings and Deferred Dues	50.84	167.42	177.33	139.29
Interest on delayed payment of taxes	1.45	98.58	87.28	96.05
Interest on MSME Dues	0.60	0.85	0.48	0.36
<b>TOTAL</b>	<b>52.98</b>	<b>279.75</b>	<b>266.18</b>	<b>261.49</b>



**S A TECH SOFTWARE INDIA LIMITED**  
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DETAILS OF DEPRECIATION AND AMORTIZATION EXPENSE AS RESTATED

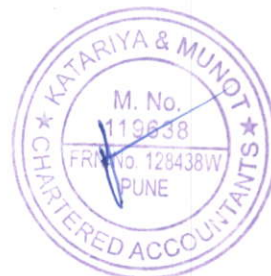
ANNEXURE - XXVII  
(₹ In Lakhs)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31 , 2022
Depreciation Expenses	27.91	83.17	80.87	55.59
Amortization Expenses	-	0.10	0.58	2.44
<b>TOTAL</b>	<b>27.91</b>	<b>83.27</b>	<b>81.45</b>	<b>58.03</b>

DETAILS OF OTHER EXPENSES AS RESTATED

ANNEXURE - XXVIII  
(₹ In Lakhs)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31 , 2022
Audit Fees	2.00	9.16	4.75	4.25
Brokerage/Commission Expenses	-	2.35	-	15.95
Loss on sale of fixed assets	-	-	-	0.29
Google Cloud Expenses	2.13	14.54	12.88	5.84
Computer Software and Internet Expenses	6.41	27.09	26.40	19.45
Courier Expenses	1.33	6.47	4.56	1.93
Dues and Subscriptions	-	3.14	0.21	1.15
Electricity Expenses	1.21	5.27	0.10	1.80
Foreign Exchange Loss	6.06	46.82	-	14.47
GST Expenses	-	-	-	-
Late Fees & Penalties	-	-	1.80	26.84
Insurance Expenses	6.86	25.15	29.62	-
Legal & Professional Fees	94.98	551.42	169.65	218.04
Office Expenses	15.67	14.57	0.28	25.33
Office Maintainance	1.51	7.29	8.37	8.43
Professional Tax	0.03	0.08	0.05	0.05
Rate and Tax Paid	-	13.42	0.50	-
Rent	31.19	47.33	15.11	36.78
Rent Charges of Laptop	0.76	6.10	31.11	32.26
Repairs & Maintainence	-	-	-	0.42
Telephone Expenses	0.22	2.72	2.02	1.17
Travelling & Entertainment Expenses	4.55	29.56	19.17	1.87
Printing and Stationery	0.37	6.35	0.22	1.98
Donation	4.94	5.31	0.15	6.22
Placement Fees	28.51	15.01	-	-
Bad debt	-	0.14	-	-
Hotel and Food Expenses	-	10.21	-	-
Advertisement Expenses	1.05	2.93	-	-
<b>TOTAL</b>	<b>209.78</b>	<b>852.43</b>	<b>326.95</b>	<b>424.52</b>



**SA TECH SOFTWARE INDIA LIMITED**  
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ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:

Name of Lender	Nature of Security	Repayment Terms	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹) (except Amount in USD)	Outstanding as on June 30, 2024 (₹ In Lakhs)	Outstanding as on March 31, 2024 (₹ In Lakhs)	Outstanding as on March 31, 2023 (₹ In Lakhs)	Outstanding as on March 31, 2022 (₹ In lakhs)
The Federal Bank Ltd	Such loan is secured by way of hypothecation of Car	Repayable in 84 Equated Monthly Instalments (EMIs)	10.43	RPRR + 4.10%	84	32	17,044	4.41	4.79	6.26	7.64
The Federal Bank Ltd	Working Capital Term Loan under Guaranteed Emergency Credit Line (GECL) Primary Security - Movable / immovable Asset Created out of WCTL Second charge over existing securities : Book Debts with 25% margin Collateral Security - Second charge over existing securities: 1. Additional charge on residential flat in the name of M/s. SA Tech Software (I) Pvt. Ltd. Flat No. 6801, 68th Floor, Lodha Allura-A, Senapati Bapat marg, Mumbai-400013 valued on 17.01.2018 2. Recurring Deposit at Rs. 1 Lakh per month	Alongwith moratorium of 12 months. Repayable in 36 Equated Monthly Instalments (EMIs)	155.00	RPRR + 6.35%, subject to maximum of 9.25% per annum	48	-	4,88,318	-	14.44	68.92	118.60
The Federal Bank Ltd	Additional WCTL under Guaranteed Emergency Credit Line (GECL) Primary Security - Movable / immovable Asset Created out of WCTL Second charge over existing securities : 100 % of Book Debts machineries , hypothecation of Bills/invoices drawn on accepted customers approved by bank. Collateral Security - Second charge over existing securities: 1. Additional charge on residential flat in the name of M/s. SA Tech Software (I) Pvt. Ltd. Flat No. 6801, 68th Floor, Lodha Allura-A, Senapati Bapat marg, Mumbai-400013 valued on 17.01.2018 2. Commercial property situated at Office no.6030 , 6th floor , wing D, marvel edge, situated at Hise No.1A and Hissa no.2A/I vadgaonsheri, Near phoconix market city, vimannagar, Tal haveli, Pune- 411014. 2. Recurring Deposit at Rs. 2 Lakh per month	Alongwith moratorium of 24 months, Repayable in 36 Equated Monthly Instalments (EMIs)	76.50	RPRR + 5.00%, subject to maximum of 9.25% per annum	60	30	2,48,103	64.92	70.78	76.50	76.50
The Federal Bank Ltd	Bill Discounting (Without LC) Primary Security - Hypothecation of Bills/invoices drawn on accepted customers approved by bank. Collateral Security - Additional Equity mortgage of residential property- Flat no.6801, 68th floor, A-wing, Lodha Allura The Park, Off Wadia International Center & Hard Rock Cafe, Near Jan temple, Pandurang Budhkar marg, Lower Parel, Mumbai-400013	Lumpsum	620.00	RPRR + 5.00%	12	N.A.	Lumpsum	571.10	197.45	371.49	539.70



**S A TECH SOFTWARE INDIA LIMITED**  
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**ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:**

Name of Lender	Nature of Security	Repayment Terms	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹) (except Amount in USD)	Outstanding as on June 30, 2024 (₹ In Lakhs)	Outstanding as on March 31, 2024 (₹ In Lakhs)	Outstanding as on March 31, 2023 (₹ In Lakhs)	Outstanding as on March 31, 2022 (₹ In lakhs)
the Federal Bank Ltd	Cash Credit Facility + Sub limit of CC 1. Hypothecation of Book Debts 2. Equity mortgage of commercial property- Office No. 6030, 6th Floor, Wing No. D, Marvel Edge, situated at Sy No. 207, Hissa No. 1A, Lohegaon and Sy No. 33, Hissa No. 2A/1, Vadagaonsheri, Near Phoenix Market city, Vimannagar, Tal Haveli, Dist Pune- 411014. 3. Additional Equity mortgage of residential property- Flat no.6801, 68th floor, A-wing, Lodha Allura The Park, Off Wadia International Center & Hard Rock Cafe, Near Jain temple, Pandurang Budhkar marg, Lower Parel, Mumbai-400013. 4. Accumulated deposit from Rs.21Lakh monthly (Recurring deposit) – Rs.0.25crore.	Lumpsum	275.50	RPRR + 4.40 %	12	N.A.	Lumpsum	276.38	140.12	269.49	276.98



**S A TECH SOFTWARE INDIA LIMITED**  
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DETAILS OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS RESTATED

ANNEXURE- XIV

FIXED ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS AT 01.04.2024	ADDITIONS	DEDUCTIONS	AS AT 30.06.2024	UPTO 01.04.2023	FOR THE YEAR	DEDUCTIONS	AS AT 30.06.2024	AS AT 30.06.2024	AS AT 31.03.2024
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicle - Car	13.40	160.00	-	173.40	10.49	0.64	-	11.13	162.27	2.91
Furniture & Fixtures	144.35	1.23	-	145.58	102.00	2.77	-	104.77	40.81	42.35
Office Premises	217.38	-	-	217.38	22.06	2.37	-	24.43	192.95	195.32
Computer	352.55	8.37	-	360.92	221.56	21.49	-	243.05	117.87	130.99
Plant & Machinery	50.38	0.25	-	50.63	36.40	0.64	-	37.04	13.59	13.98
<b>Intangible Assets</b>										
Software	5.55	-	-	5.55	5.33	-	-	5.33	0.22	0.22
<b>Total</b>	<b>783.61</b>	<b>169.85</b>	<b>-</b>	<b>953.46</b>	<b>397.84</b>	<b>27.91</b>	<b>-</b>	<b>425.75</b>	<b>527.71</b>	<b>385.77</b>

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS AT 01.04.2023	ADDITIONS	DEDUCTIONS	AS AT 31.03.2024	UPTO 01.04.2023	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2024	AS AT 31.03.2024	AS AT 31.03.2023
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicle - Car	13.40	-	-	13.40	9.16	1.33	-	10.49	2.91	4.24
Furniture & Fixtures	107.97	36.38	-	144.35	96.52	5.48	-	102.00	42.35	11.45
Office Premises	217.38	-	-	217.38	12.06	10.00	-	22.06	195.32	205.32
Computer	224.54	128.01	-	352.55	157.43	64.13	-	221.56	130.99	67.11
Plant & Machinery	45.32	5.06	-	50.38	34.27	2.13	-	36.40	13.98	11.05
<b>Intangible Assets</b>										
Software	5.55	-	-	5.55	5.23	0.10	-	5.33	0.22	0.32
<b>Total</b>	<b>614.16</b>	<b>169.45</b>	<b>-</b>	<b>783.61</b>	<b>314.67</b>	<b>83.17</b>	<b>-</b>	<b>397.84</b>	<b>385.77</b>	<b>299.49</b>





**S A TECH SOFTWARE INDIA LIMITED**  
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DETAILS OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS RESTATED

ANNEXURE- XIV

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	AS AT 01.04.2022	ADDITIONS	DEDUCTIONS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicle - Car	13.40	-	-	13.40	7.24	1.92	-	9.16	4.24	6.16
Furniture & Fixtures	107.97	-	-	107.97	92.35	4.17	-	96.52	11.45	15.62
Office Premises	217.38	-	-	217.38	1.58	10.48	-	12.06	205.32	215.80
Computer	124.52	100.02	-	224.54	96.25	61.18	-	157.43	67.11	28.27
Plant & Machinery	45.32	-	-	45.32	31.73	2.54	-	34.27	11.05	13.59
<b>Intangible Assets</b>										
Software	5.55	-	-	5.55	4.65	0.58	-	5.23	0.32	0.90
<b>Total</b>	<b>514.14</b>	<b>100.02</b>	<b>-</b>	<b>614.16</b>	<b>233.80</b>	<b>80.87</b>	<b>-</b>	<b>314.67</b>	<b>299.49</b>	<b>280.34</b>

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	AS AT 01.04.2021	ADDITIONS	DEDUCTIONS	AS AT 31.03.2022	UPTO 01.04.2021	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicle - Car	26.90	-	13.50	13.40	16.19	3.26	12.21	7.24	6.16	10.71
Furniture & Fixtures	107.97	-	-	107.97	86.62	5.73	-	92.35	15.62	21.35
Office Premises	-	217.38	-	217.38	-	1.58	-	1.58	215.80	-
Computer	142.82	44.66	62.96	124.52	119.65	39.56	62.96	96.25	28.27	23.17
Plant & Machinery	45.32	-	-	45.32	28.71	3.02	-	31.73	13.59	16.61
<b>Intangible Assets</b>										
Software	21.66	-	16.11	5.55	18.32	2.44	16.11	4.65	0.90	3.34
<b>Total</b>	<b>344.67</b>	<b>262.04</b>	<b>92.57</b>	<b>514.14</b>	<b>269.49</b>	<b>55.59</b>	<b>91.28</b>	<b>233.80</b>	<b>280.34</b>	<b>75.18</b>



**S A TECH SOFTWARE INDIA LIMITED**  
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AGEING OF TRADE PAYABLES AS RESTATED

ANNEXURE - XXX  
(₹ In Lakhs)

**I. Ageing of Creditors as at June 30, 2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1	1-2 years	2-3 years	More than 3	
(a) MSME	11.81	1.38	-	-	13.19
(b) Others	74.73	4.08	0.30	-	79.11
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	18.50	-	-	-	18.50
<b>Total</b>	<b>105.04</b>	<b>5.46</b>	<b>0.30</b>	<b>-</b>	<b>110.80</b>

**I. Ageing of Creditors as at March 31, 2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1	1-2 years	2-3 years	More than 3	
(a) MSME	40.81	1.06	-	-	41.87
(b) Others	72.94	2.09	0.30	-	75.33
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	18.50	-	-	-	18.50
<b>Total</b>	<b>132.25</b>	<b>3.15</b>	<b>0.30</b>	<b>-</b>	<b>135.70</b>

**II. Ageing of Creditors as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1	1-2 years	2-3 years	More than 3	
(a) MSME	10.87	-	-	-	10.87
(b) Others	232.96	1.42	43.83	-	278.21
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>243.83</b>	<b>1.42</b>	<b>43.83</b>	<b>-</b>	<b>289.08</b>

**III. Ageing of Creditors as at March 31, 2022\***

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1	1-2 years	2-3 years	More than 3	
(a) MSME	5.61	-	-	-	5.61
(b) Others	67.69	-	-	-	67.69
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>73.30</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>73.30</b>

\*Note : Under software driven accounting system, Migration to a higher version of software led to Incorrect measurement of ageing. hence it is not Practically possible for the management to prepare ageing report and the auditor to review the same.



**S A TECH SOFTWARE INDIA LIMITED**  
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AGEING OF TRADE RECEIVABLES AS RESTATED

ANNEXURE - XXXI  
(₹ In Lakhs)

**I. Ageing of Debtors as at June 30, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6	6 months - 1	1-2 years	2-3 years	More than 3	
(a) Undisputed Trade receivables - considered good	1,470.51	426.76	128.33	-	-	2,025.60
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,470.51</b>	<b>426.76</b>	<b>128.33</b>	<b>-</b>	<b>-</b>	<b>2,025.60</b>

**II. Ageing of Debtors as at March 31, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6	6 months - 1	1-2 years	2-3 years	More than 3	
(a) Undisputed Trade receivables - considered good	904.01	544.85	126.73	-	-	1,575.59
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>904.01</b>	<b>544.85</b>	<b>126.73</b>	<b>-</b>	<b>-</b>	<b>1,575.59</b>

**III. Ageing of Debtors as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6	6 months - 1	1-2 years	2-3 years	More than 3	
(a) Undisputed Trade receivables - considered good	544.95	25.40	10.78	21.18	0.53	602.84
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>544.95</b>	<b>25.40</b>	<b>10.78</b>	<b>21.18</b>	<b>0.53</b>	<b>602.84</b>

**IV. Ageing of Debtors as at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6	6 months - 1	1-2 years	2-3 years	More than 3	
(a) Undisputed Trade receivables - considered good	715.62	264.14	-	-	0.53	980.29
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>715.62</b>	<b>264.14</b>	<b>-</b>	<b>-</b>	<b>0.53</b>	<b>980.29</b>

\*Note : Under software driven accounting system, Migration to a higher version of software led to Incorrect measurement of ageing. hence it is not Practically possible for the management to prepare ageing report and the auditor to review the same.



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**DETAILS OF RELATED PARTY TRANSACTION AS RESTATED**

ANNEXURE - XXXV  
(₹ In Lakhs)

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the year ended June 30, 2024	Amount outstanding as on June 30, 2024 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2022	Amount outstanding as on March 31, 2022 (Payable)/ Receivable	
Bhavin Goda	Director	Remuneration	5.91	(1.97)	23.65	(1.97)	18.17	(1.94)	12.67	(1.34)	
		Loan Taken	-	(2.80)	-	(2.80)	-	(2.80)	-	(2.80)	
		Loan Repaid	-	-	-	-	-	-	-	-	-
		Reimbursement of expenses	-	-	-	-	3.55	-	3.72	-	-
Bhavika Goda	Relative of Director	Remuneration	5.91	(1.97)	19.71	-	(13.48)	(1.94)	5.54	(0.60)	
		Loan Taken	-	-	-	-	-	-	-	-	
		Loan Repaid	-	-	-	-	-	-	-	-	
		Rent	-	-	-	-	-	-	-	-	
Ritesh Ramavtar Sharma (Till 1st November 2021)	Director	Remuneration	-	-	-	-	-	4.17	-		
Poonam Ritesh Sharma (Till 1st November 2021)	Director	Remuneration	-	-	-	-	-	3.37	-		
S A Technologies Inc. (Till 27th October 2021)	Holding Company	Sales Services Export	-	-	-	-	493.03	29.18	387.46	258.89	
		Loan Taken	-	-	-	-	-	-	-	-	
		Interest paid	-	-	-	-	-	-	-	-	
S A Technologies Inc. (w.e.f. 27th October 2021)	Associate Company	Sales Services Export	150.00	631.96	707.42	481.90	-	-	-	-	
		Loan Taken	-	-	-	-	-	-	-	-	
		Interest paid	-	-	-	-	-	-	-	-	
Mindpool Technologies Limited (Till 27th October 2021)	Holding Company	Sale of Services (incl GST)	-	-	-	-	-	-	77.41	-	
		Rent Income (incl GST)	-	-	-	-	-	-	-	-	
		Interest expenses	-	-	-	-	-	-	-	2.00	
		Loan Taken	-	-	-	-	-	-	-	234.57	
		Loan repaid	-	-	-	-	-	-	-	1.54	
Mindpool Technologies Limited (w.e.f. 27th October 2021)	Associate Company	Sale of Services (incl GST)	-	-	259.60	-	338.66	-	13.57	-	
		Rent Income (incl GST)	3.54	-	14.16	-	-	-	-	-	
		Interest expenses	-	-	10.89	-	22.38	-	11.07	-	
		Loan Taken	-	(270.03)	-	(270.03)	-	(275.25)	17.00	(272.70)	
		Loan repaid	-	-	16.11	-	19.83	-	25.39	-	
Opalforce Software India Private Limited	Associate Company	Sales	-	-	-	-	-	-	-	-	
		Loan Taken	-	-	-	-	30.00	-	41.70	-	
		Loan repaid	-	-	-	-	71.70	-	-	-	



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DISCLOSURE UNDER AS-15 AS RESTATED

ANNEXURE - XXXII

**A. DEFINED CONTRIBUTION PLAN**

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	June 30 , 2024	March 31 , 2024	March 31 , 2023	March 31, 2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Employers' Contribution to Provident Fund and ESIC	23.27	97.49	84.54	97.92

**B. DEFINED BENEFIT OBLIGATION**

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary.

The Present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method. This method considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The Company does not have a funded plan for gratuity liability.

I. ASSUMPTIONS:	For the period ended	For the year ended	For the year ended	For the year ended
	June 30 , 2024	March 31 , 2024	March 31 , 2023	March 31, 2022
Discount Rate	7.16%	7.22%	7.50%	7.25%
Salary Escalation	8.00%	8.00%	8.00%	8.00%
Withdrawal Rates	10.00% p.a at younger ages reducing to 2.00% p.a at older ages	10.00% p.a at younger ages reducing to 2.00% p.a at older ages	10.00% p.a at younger ages reducing to 2.00% p.a at older ages	10.00% p.a at younger ages reducing to 2.00% p.a at older ages
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years	60 years	60 years

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	For the period ended	For the year ended	For the year ended	For the year ended
	June 30 , 2024	March 31 , 2024	March 31 , 2023	March 31, 2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Present Value of Benefit Obligation as at the beginning of the year	95.41	75.66	68.42	106.24
Current Service Cost	15.34	45.92	40.92	40.13
Interest Cost	1.70	5.59	4.88	7.13
(Benefit paid)	(1.27)	(5.45)	(5.53)	(4.99)
Actuarial (gains)/losses	(11.03)	(26.31)	(33.03)	(80.09)
Present value of benefit obligation as at the end of the year	100.15	95.41	75.66	68.42

III. ACTUARIAL GAINS/LOSSES:	For the period ended	For the year ended	For the year ended	For the year ended
	June 30 , 2024	March 31 , 2024	March 31 , 2023	March 31, 2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Actuarial (gains)/losses on obligation for the year	(11.03)	(26.31)	(33.03)	(80.09)
Actuarial (gains)/losses on asset for the year	-	-	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	(11.03)	(26.31)	(33.03)	(80.09)



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DISCLOSURE UNDER AS-15 AS RESTATED

ANNEXURE - XXXII

IV. EXPENSES RECOGNISED	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Current service cost	15.34	45.92	40.92	40.13
Interest cost	1.70	5.59	4.88	7.13
Actuarial (gains)/losses	(11.03)	(26.31)	(33.03)	(80.09)
<b>Expense charged to the Statement of Profit and Loss</b>	<b>6.01</b>	<b>25.20</b>	<b>12.77</b>	<b>-32.83</b>

V. BALANCE SHEET RECONCILIATION:	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Opening net liability	95.41	75.66	68.42	106.24
Expense as above	6.01	25.20	12.77	(32.83)
(Benefit paid)	(1.27)	(5.45)	(5.53)	(4.99)
<b>Net liability/(asset) recognized in the balance sheet</b>	<b>100.15</b>	<b>95.41</b>	<b>75.66</b>	<b>68.42</b>

VI. EXPERIENCE ADJUSTMENTS	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
On Plan Liability (Gains)/Losses	(11.76)	(29.49)	(30.67)	(76.04)

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.



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DETAILS OF ACCOUNTING RATIOS AS RESTATED

ANNEXURE - XXXIII  
(₹ In Lakhs, except per share data and ratios)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
Restated Profit after Tax as per Profit & Loss Statement (A)	248.07	368.86	108.59	(548.25)
Tax Expense (B)	85.06	156.44	65.55	(142.04)
Depreciation and amortization expense (C)	27.91	83.17	80.87	55.59
Interest Cost (D)	52.89	266.85	265.09	235.70
Weighted Average Number of Equity Shares at the end of the Year (E1)	9,157,281	9,083,767	429,811	429,811
Weighted Average Number of Equity Shares at the end of the Year Post Bonus Issue (E2)	9,157,281	9,083,767	9,026,031	9,026,031
Number of Equity Shares outstanding at the end of the Year (F1) Pre Bonus issue	9,157,281	9,157,281	429,811	429,811
Number of Equity Shares outstanding at the end of the Year (F2) Post Bonus issue	9,157,281	9,157,281	9,026,031	9,026,031
Nominal Value per Equity share (₹) (G)	10.00	10.00	10.00	10.00
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H)	1,414.43	1,166.35	772.48	663.89
Current Assets (I)	3,523.72	2,660.36	2,267.31	2,049.12
Current Liabilities (J)	2,213.22	1,573.31	1,898.39	1,442.97
<b>Earnings Per Share - Basic &amp; Diluted<sup>1&amp;2</sup> (₹) (Pre-Bonus)</b>	<b>2.71</b>	<b>4.06</b>	<b>25.26</b>	<b>(127.56)</b>
<b>Earnings Per Share - Basic &amp; Diluted<sup>1&amp;2</sup> (₹) (Post-Bonus)</b>	<b>2.71</b>	<b>4.06</b>	<b>1.20</b>	<b>(6.07)</b>
<b>Return on Net Worth<sup>1&amp;2</sup> (%)</b>	<b>17.54%</b>	<b>31.63%</b>	<b>14.06%</b>	<b>(82.58%)</b>
Net Asset Value Per Share1 (₹) (based on equity shares outstanding at the end of the year) (₹) (F1)	15.45	12.74	179.73	154.46
Net Asset Value Per Share1 (₹) (based on number of equity shares outstanding at the end of the year after giving effect to any bonus or split of shares undertaken after the last balance sheet date) (₹) (F2)	15.45	12.74	8.56	7.36
Current Ratio <sup>1</sup>	1.59	1.69	1.19	1.42
<b>Earning before Interest, Tax and Depreciation and Amortization<sup>1</sup> (EBITDA)</b>	<b>413.93</b>	<b>875.32</b>	<b>520.10</b>	<b>(399.00)</b>

Notes -

1. Ratios have been calculated as below:

Earnings Per Share (₹) (EPS) :

$$\frac{A}{E1 \& E2}$$

Return on Net Worth (%):

$$\frac{A}{H}$$

Net Asset Value per equity share (₹):

$$\frac{H}{F1 \& F2}$$

Current Ratio:

$$\frac{I}{J}$$

2. Earning before Interest, Tax and Depreciation and Amortization (EBITDA):

A + (B+C+D)

3. The company has issued bonus of 20 shares for every 1 shares on 7th December 2023



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STATEMENT OF TAX SHELTERS

ANNEXURE - XXXIV  
(₹ In Lakhs)

Particulars	For the period ended June 30 , 2024	For the year ended March 31 , 2024	For the year ended March 31 , 2023	For the year ended March 31, 2022
Profit before tax as per books (A)	333.13	525.30	174.14	(690.29)
Income Tax Rate* (%)	25.17%	25.17%	25.17%	25.17%
MAT Rate* (%)	0.00%	0.00%	0.00%	0.00%
Tax at notional rate on profits	83.84	132.21	43.83	-
<b>Adjustments :</b>				
<b>Permanent Differences(B)</b>				
<i>Expenses disallowed under Income Tax Act, 1961</i>				
- Donation	4.94	5.31	0.15	6.22
- Fines & penalty	-	-	1.80	26.84
- Interest on TDS, Income Tax and MSME Dues	2.05	99.42	87.78	96.41
<b>Total Permanent Differences(B)</b>	<b>6.99</b>	<b>104.73</b>	<b>89.73</b>	<b>129.47</b>
<b>Income/Expenses considered separately (C)</b>				
Gain or Loss on Sale of Property, Plant & Equipment	-	-	-	(0.29)
Interest Income	(1.06)	(21.22)	(9.21)	(1.78)
Rental Income	(7.25)	(28.20)	(11.40)	(10.80)
<b>Total Income considered separately (C)</b>	<b>(8.31)</b>	<b>(49.42)</b>	<b>(20.61)</b>	<b>(12.87)</b>
<b>Timing Differences (D)</b>				
Depreciation as per Companies Act, 2013	27.91	83.17	80.87	55.59
Depreciation as per Income Tax Act, 1961	(29.26)	(95.39)	(88.98)	(54.57)
Gratuity Provision	6.01	25.21	12.77	(32.83)
Gratuity Paid	(1.27)	(5.45)	(5.54)	(4.99)
<b>Total Timing Differences (D)</b>	<b>3.39</b>	<b>7.54</b>	<b>(0.88)</b>	<b>(36.80)</b>
<b>Net Adjustments E = (B+C+D)</b>	<b>2.07</b>	<b>62.85</b>	<b>68.24</b>	<b>79.80</b>
<b>Tax expense / (saving) thereon</b>	<b>0.52</b>	<b>15.82</b>	<b>17.17</b>	<b>20.08</b>
<b>Income from house property</b>				
Annual Rent Value u/s 23	7.25	28.20	11.40	10.80
<b>Less : Deduction u/s 24(a)</b>	<b>(2.18)</b>	<b>(8.46)</b>	<b>(3.42)</b>	<b>(3.24)</b>
<b>Income from house property ( F)</b>	<b>5.07</b>	<b>19.74</b>	<b>7.98</b>	<b>7.56</b>
<b>Income from Other Sources</b>				
Interest Income	1.06	21.22	9.21	1.78
Gain on Sale of Property, Plant & Equipment	-	-	-	0.29
<b>Income from Other Sources (G)</b>	<b>1.06</b>	<b>21.22</b>	<b>9.21</b>	<b>2.07</b>
<b>Set-off from Brought Forward Losses (H)</b>	<b>-</b>	<b>(341.30)</b>	<b>(259.57)</b>	<b>-</b>
<b>Taxable Income/(Loss) as per Income Tax (A+E+F+G+H)</b>	<b>341.33</b>	<b>287.81</b>	<b>0.00</b>	<b>(600.86)</b>
<b>Taxable Income/(Loss) as per MAT</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(690.29)</b>
<b>Income Tax as returned/computed</b>	<b>85.91</b>	<b>72.44</b>	<b>0.00</b>	<b>-</b>
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal

\*The Company has opted for income tax rates specified under section 115BAA of Income Tax Act, 1961.





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**ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

**DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS AS RESTATED**

ANNEXURE - XXXVI  
(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I. Contingent Liabilities</b>				
(a) claims against the company not acknowledged as debt;	-	-	-	-
(b) guarantees excluding financial guarantees; and	-	-	-	-
(c) other money for which the company is contingently liable	452.80	452.80	-	-
<b>II. Commitments</b>				
(a) estimated amount of contracts remaining to be executed on	-	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-	-
(c) other commitments	-	-	-	-
*1. On 29th March 2024, for the assessment year 2022, a Show cause notice was issued with amount of Rs. 452.80 lakhs under section 143(3) of Income Tax Act 1961, against which appeal was filed on 20th September 2022				

**RESTATED VALUE OF IMPORTS CALCULATED ON C.I.F BASIS BY THE COMPANY DURING THE FINANCIAL YEAR IN RESPECT OF:**

ANNEXURE - XXXVII  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	₹	₹	₹	₹
(a) Raw Material	-	-	-	-
(b) Components and spare parts	-	-	-	-
(c) Capital goods	-	-	-	-

**EXPENDITURE IN FOREIGN CURRENCY DURING THE FINANCIAL YEAR AS RESTATED :**

ANNEXURE - XXXVIII  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	₹	₹	₹	₹
(a) Royalty	-	-	-	-
(b) Know-How	-	-	-	-
(c) Professional and consultation fees	-	-	-	-
(d) Interest	1.63	7.27	8.34	-
(e) Purchase of Components and spare parts	-	-	-	-
(f) Others	-	-	-	-

**EARNINGS IN FOREIGN EXCHANGE AS RESTATED:**

ANNEXURE - XXXIX  
(₹ In Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	₹	₹	₹	₹
(a) Export of goods calculated on F.O.B. basis	-	-	-	-
(b) Royalty, know-how, professional and consultation fees	1,024.41	1,031.95	257.33	202.51
(c) Interest and dividend	-	-	-	-
(d) Other income	-	-	-	-



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**ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

**DUES OF SMALL ENTERPRISES AND MICRO ENTERPRISES AS RESTATED**

ANNEXURE - XI

(₹ In Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	₹	₹	₹	₹
(a) Dues remaining unpaid to any supplier at the end of each accounting year				
-Principal	12.86	41.02	10.39	5.61
-Interest on the above	0.60	0.85	0.48	0.36
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-	-
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

**Note :** Based on the information available with the Company, there are no dues to Small and Micro enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 except as reported. The information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

**ADDITIONAL REGULATORY INFORMATION AS PER PARA V OF SCHEDULE III TO COMPANIES ACT, 2013:**

ANNEXURE - XII

- The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- The Company has not revalued its Property, Plant and Equipment.
- The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013.) either severally or jointly with any other person, that are:
  - repayable on demand or
  - without specifying any terms or period of repayment
- The Company does not have any intangible assets under development.
- No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

As at March 31, 2023

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	The Federal Bank	Book debt	2,865.64	3,214.01	-348.37	Due to non Completion of bank entries
Q2	The Federal Bank	Book debt	2,668.11	2,946.46	-278.35	Due to non Completion of bank entries
Q3	The Federal Bank	Book debt	2,958.97	3,102.45	-143.48	Due to non Completion of bank entries
Q4	The Federal Bank	Book debt	2,025.41	2,122.78	-97.37	Due to non Completion of bank entries



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As at March 31, 2024

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	The Federal Bank	Book debt	2,454.37	2,637.50	-183.13	Due to non Completion of bank entries
Q2	The Federal Bank	Book debt	3,340.95	3,006.58	334.37	Due to non Completion of bank entries
Q3	The Federal Bank	Book debt	1,656.07	1,801.12	-145.05	Due to non Completion of bank entries
Q4	The Federal Bank	Book debt	1,570.64	1,283.39	287.25	Due to non Completion of bank entries

As at June 30, 2024

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	Name of Bank	Book debt	2,025.60	1,625.16	400.44	Due to non Completion of bank entries

- viii. The company is not declared as wilful defaulter by any bank or financial institution or other lender.  
ix. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.  
x. There were no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.  
xi. The company does not have any investments and hence, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.  
xii. Significant Accounting Ratios:

Ratios	For the period ended June 30, 2024	For the year ended March 31, 2024	Variation (%)
(a) Current Ratio	1.59	1.69	(5.84%)
(b) Debt-Equity Ratio	1.49	1.10	34.77%
(c) Debt Service Coverage Ratio	0.19	0.53	(64.16%)
(d) Return on Equity Ratio	19.22%	38.05%	(49.48%)
(e) Inventory turnover ratio	NA	NA	NA
(f) Trade Receivables turnover ratio	1.33	6.60	(79.90%)
(g) Trade payables turnover ratio	1.65	3.73	(55.79%)
(h) Net capital turnover ratio	1.99	9.87	(79.82%)
(i) Net profit ratio	10.38%	5.13%	102.37%
(j) Return on Capital employed	10.95%	32.24%	(66.03%)
(k) Return on investment	1.50%	5.82%	(74.29%)

Reasons for Variation more than 25%: Since, comparative period is full financial year, hence, not comparable.

Ratios	For the year ended March 31, 2024	For the year ended March 31, 2023	Variation (%)
(a) Current Ratio	1.69	1.19	41.58%
(b) Debt-Equity Ratio	1.10	1.89	(41.53%)
(c) Debt Service Coverage Ratio	0.53	0.26	101.78%
(d) Return on Equity Ratio	38.05%	15.12%	151.65%
(e) Inventory turnover ratio	NA	NA	NA
(f) Trade Receivables turnover ratio	6.60	7.12	(7.37%)
(g) Trade payables turnover ratio	3.73	1.80	107.43%
(h) Net capital turnover ratio	9.87	11.57	(14.64%)
(i) Net profit ratio	5.13%	1.93%	166.49%
(j) Return on Capital employed	32.24%	19.66%	63.97%
(k) Return on investment	5.82%	2.35%	147.37%



**S A TECH SOFTWARE INDIA LIMITED**  
(formerly Known as "S A Tech Software India Private Limited")  
CIN: U72900PN2012FLC145261

**ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

*Reasons for Variation more than 25%: Since, comparative period is full financial year, hence, not comparable.*

- (a) Current Ratio : Ratio is improved mainly due to decrease in current liabilities whereby company is reducing its utilisation of working capital limits.  
(b) Debt-Equity Ratio : Ratio is decreased mainly due to increase in share capital  
(c) Debt Service Coverage Ratio : Ratio is increased due to increase in profit before tax as compared to borrowings  
(d) Return on equity Ratio : Ratio is increased due to increase in profit before tax  
(e) Trade Payables turnover Ratio: It is increased mainly due to increase in cost of purchases and expenses during the year.  
(f) Net profit ratio : Ratio is increased mainly due to increase in net profit after tax  
(g) Return on Capital employed : Ratio is increased due to increase in profits

Ratios	For the year ended March 31, 2023	For the year ended March 31, 2022	Variation (%)
(a) Current Ratio	1.19	1.42	(16%)
(b) Debt-Equity Ratio	1.89	2.95	(36%)
(c) Debt Service Coverage Ratio	0.26	0.24	(212%)
(d) Return on Equity Ratio	15.12%	-58.45%	(126%)
(e) Inventory turnover ratio	NA	NA	NA
(f) Trade Receivables turnover ratio	7.12	4.17	71%
(g) Trade payables turnover ratio	1.80	5.81	(69%)
(h) Net capital turnover ratio	11.57	4.40	163%
(i) Net profit ratio	1.93%	-13.35%	(114%)
(j) Return on Capital employed	19.66%	-17.35%	(213%)
(k) Return on investment	2.35%	2.23%	6%

**Reasons for Variation more than 25%:**

- a. Current Ratio: It is increased mainly due to increase in inventory and balance of EMD and Retention Money Deposit with customers.  
b. Debt-Equity Ratio: It is increased mainly due to increase in borrowings during the year to accommodate deposit money for various projects and working capital requirements.  
c. Debt-Service Coverage Equity Ratio: It is decreased mainly due to increase in borrowings during the year.  
d. Return on Equity Ratio, Net Profit Ratio and Return on Capital Employed : It is increased mainly due to increase in operating margins during the year with good projects.  
e. Inventory turnover Ratio: It is increased mainly due to increase in average inventory during the year.  
f. Trade Receivables turnover Ratio: It is increased mainly due to increase in turnover during the year.

xv. The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

- xvi. A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
B. No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**CAPITALISATION STATEMENT AS AT JUNE 30, 2024**

ANNEXURE - XLII  
(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	1,129.47	-
Long Term Debt (B)	975.75	-
<b>Total debts (C)</b>	<b>2,105.22</b>	-
<b>Shareholders' funds</b>		
Share capital	915.73	-
Reserve and surplus - as Restated	498.70	-
<b>Total shareholders' funds (D)</b>	<b>1,414.43</b>	-
<b>Long term debt / shareholders funds (B/D)</b>	<b>0.69</b>	-
<b>Total debt / shareholders funds (C/D)</b>	<b>1.49</b>	-

Signatures to Annexures Forming Part Of The Restated Financial Statements

For and on behalf of the Board of Directors

Ritesh Ramayyar Sharma  
(Director)  
DIN - 02676486

Priyanka Manojkumar Joshi  
(Director)  
DIN - 09302795

Bravin Goda  
(CFO)  
PAN - AJIPG4685J

Arnika Choudhari  
(Company Secretary)  
PAN - BSAPC7618H

Place : Pune

Date :

19 JUL 2024



## OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ In Lakhs, except per share data and ratios)

Particulars	For the 3 months period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Restated Profit after Tax as per Profit & Loss Statement (A)	248.07	368.86	108.59	(548.25)
Weighted Average Number of Equity Shares at the end of the Year Post Bonus (B)	91,57,281	90,83,767	90,26,031	90,26,031
Number of Equity Shares outstanding at the end of the Year Post Bonus (C)	91,57,281	91,57,281	90,26,031	90,26,031
Nominal Value per Equity share (₹) (D)	10.00	10.00	10.00	10.00
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (E)	1,414.43	1,166.35	772.48	663.89
<b>Earnings Per Share - Basic &amp; Diluted<sup>1 &amp; 2</sup> Post Bonus (₹)</b>	<b>2.71</b>	<b>4.06</b>	<b>1.20</b>	<b>(6.07)</b>
<b>Return on Net Worth<sup>1 &amp; 2</sup> (%)</b>	<b>17.54%</b>	<b>31.63%</b>	<b>14.06%</b>	<b>(82.58%)</b>
<b>Net Asset Value Per Share<sup>1</sup> Post Bonus (₹)</b>	<b>15.45</b>	<b>12.74</b>	<b>8.56</b>	<b>7.36</b>
<b>Earning before Interest, Tax and Depreciation and Amortization<sup>1</sup> (EBITDA)</b>	<b>413.93</b>	<b>875.32</b>	<b>520.10</b>	<b>(399.00)</b>

Notes:

1. Net Worth is calculated as the sum of equity share capital and other equity attributable to owners of the Company
2. Return on Net Worth calculated as restated profit for the year divided by Net worth.
3. Net Asset Value per equity share = Net Asset Value per Share represents Net worth attributable to the owners of the company divided by the numbers of shares outstanding as at year end.
4. EBITDA has been calculated as Restated profit before tax + interest expense + depreciation and amortization less other income.

### Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations for the period ended June 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, see “*Restated Financial Statements*” beginning on page 161.

## CAPITALISATION STATEMENT

The following table sets forth our capitalisation as on June 30, 2024, on the basis of our Restated Financial Statements:

*(₹ in Lakhs)*

Particulars	Pre-Issue as on June 30, 2024 (Amount in ₹)	As adjusted for the Issue
<b>Borrowings:</b>		
Short term borrowings (A)	1129.47	[•]
Long term borrowings (B)	975.75	[•]
<b>Total Borrowings (C = A + B)</b>	<b>2105.22</b>	<b>[•]</b>
<b>Shareholders' fund (Net worth)</b>		
Share capital (D)	915.73	[•]
Other Equity (E)	498.70	[•]
Less: Revaluation Reserves (F)	-	
<b>Total shareholders' fund (Net worth) (G)</b> <b>(G = (D + E) - F)</b>	<b>1,414.43</b>	<b>[•]</b>
<b>Long term borrowings / shareholders' fund</b> <b>(Net worth) ratio (B / G)</b>	<b>0.69</b>	<b>[•]</b>
<b>Total borrowings / shareholders' fund</b> <b>(Net worth) ratio (C / G)</b>	<b>1.49</b>	<b>[•]</b>

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## FINANCIAL INDEBTEDNESS

Our Company avails loans and facilities in the ordinary course of its business for meeting our working capital, capital expenditure and other business requirements. For details of the borrowing powers of our Board, please see “*Our Management – Borrowing Powers*” on page 139 of this RHP.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including dilution of the current shareholding of our Promoters and members of the promoter group, expansion of business of our Company, effecting changes in our capital structure and shareholding pattern.

The aggregate outstanding borrowings (including fund based and non-fund-based borrowings) of our Company as on June 30, 2024 as certified by our Statutory Auditors vide certificate dated July 19, 2024, (UDIN: 24119638BKARNG7073) are as follows:

*(in ₹ Lakhs)*

S. No.	Category of borrowing	Sanctioned amount	Principal amount outstanding as on June 30, 2024
<i>Secured loans</i>			
	<b>Our Company</b>		
<b>A</b>	<i>Fund based facilities</i>		
	(i) Term loans	160.00	141.93
	(ii) Cash Credit and GECL Loan*	352.00	341.30
	(iii) Vehicle Loans	150.43	144.41
	(iv) Home Loan	290.00	233.65
	(v) Bill Discounting	620.00	571.10
	<b>Total fund-based (A)</b>	<b>1572.43</b>	<b>1432.39</b>
<i>Unsecured loans</i>			
<b>B</b>	Loan From Directors	2.80	2.80
	Loan from Body Corporate	675.00	670.03
	<b>Total Unsecured Loans (B)</b>	<b>677.80</b>	<b>672.83</b>
	<b>Grand Total (A + B)</b>	<b>2250.23</b>	<b>2105.22</b>

### Principal terms of the borrowings currently availed by the Company as Restated

Name of lender and documents entered	Nature of Loan Facility	Amount Sanctioned (Rs in Lakh)	Date of First Disbursement	Amount Disbursed (Rs in lakhs)	Amount Outstanding as on 30 Jun 2024 (Rs. In lakhs)	Rate of interest (%)	Security	Covenants	Repayment Schedule (including moratorium period)
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Federal Bank	Home Loan	290	17-07-2018	290	233.7	8.45% p.a(Link to applicable FBIL- Treasury Bill Benchmark) (12 Month FBIL- TBILL Rate+1.36% )	Home Loan - Corporate is secured by way of Equity Mortgage of Residential Flat No A - 6801 on 68th Floor area admeasuring 853 Sq.fts along with car parking space in building known as Lodha Allura - A standing and situated on plot bearing No. C S No. 464 of lower parel division, Senapati bapat marg, Mumbai – 400013	Includes Taxes, Duties and other Levies applicable	EMI of Rs.2,85,779 and last installment is due in Jul-33
Federal Bank	Office Loan	160	04-02-2022	160	141.9		Exclusive Charge on office premises at Solitaire Business hub Office no. D-6030 Vimannagar, Pune	Includes Taxes, Duties and other Levies applicable	Repayable in principal installment of USD 2,640 and last installment is due in Feb-29
Federal Bank	Car Loan	10.43	30-01-2020	10.43	4.41	RPRR+4.1%	Exclusive Charge on Vehicle and Co-borrowed of Mr.Bhavin Goda,	Includes Taxes, Duties and other Levies applicable	Repayable in equated monthly installment of Rs. 16,729 and last installment is due on Jan-27
Federal Bank	GECL Loan	76.5	13-12-2021	76.5	64.92	RPRR+5% Subject to Max of 9.25% p.a	Additional WCTL under Guaranteed Emergency Credit Line (GECL) Primary Security - Movable / immovable Asset Created out of WCTL	Includes Taxes, Duties and other Levies applicable	Repayable in equated monthly installment of Rs. 488,318, last installment is due in Jun-24, top up monthly installment of Rs.



							<p>Second charge over existing securities : 100 % of Book Debts machineries , hypothecation of Bills/invoices drawn on accepted customers approved by bank. Collateral Security - Second charge over existing securities: 1. Additional charge on residential flat in the name of M/s. SA Tech Software (I) Pvt. Ltd. Flat No. 6801, 68th Floor, Lodha Allura-A, Senapati Bapat marg, Mumbai-400013 valued on 17.01.2018 2. Commercial property situated at Office no.6030 , 6th floor , wing D, marvel edge ,situated at Hisa No.1A and Hissa no.2A/1 vadagaonsheri, Near phoeonix market city, vimannagar, Tal haveli, Pune-411014.2. Recurring Deposit at Rs. 2 Lakh per month</p>		248,103, last installment is due in Dec-26, 2 year moratorium for principal
NAD Estates Private Limited	Unsecured Loans repayable on demand	200	27-06-2023	200	200	TBILL+65 bps spread	Unsecured Loans repayable on demand	Includes Taxes, Duties and other Levies applicable	Unsecured Loans repayable on demand

Bhavin Goda	Unsecured Loans repayable on demand	2.8	13-09-2019	2.8	2.8		Unsecured Loans repayable on demand	Includes Taxes, Duties and other Levies applicable	Unsecured Loans repayable on demand
Mindpool Technologies Limited	Unsecured Loans repayable on demand	281	01-07-2021	281	270	TBILL+65 bps spread	Unsecured Loans repayable on demand	Includes Taxes, Duties and other Levies applicable	Unsecured Loans repayable on demand
Federal Bank	Bill Discounting Loan	275	30-11-2021	275	276.4	RPRR+4.4%	Cash Credit Facility + Sub limit of CC 1. Hypothecation of Book Debts 2. Equity mortgage of commercial property- Office No. 6030, 6th Floor, Wing No. D, Marvel Edge, situated at Sy No. 207, Hissa No. 1A, Lohegaon and Sy No.33, Hissa No. 2A/1, Vadagaonsheri, Near Phoenix Market city, Vimannagar, Tal Haveli, Dist Pune- 411014. 3. Additional Equity mortgage of residential property- Flat no.6801, 68th floor, A-wing, Lodha Allura The Park, Off Wadia International Center & Hard Rock Café, Near Jain temple, Pandurang Budhkar marg,	Includes Taxes, Duties and other Levies applicable	Installments lumpsome

							Lower Parel, Mumbai- 400013.		
							4. Accumulated deposit from Rs.2Lakh monthly (Recurring deposit) – Rs.0.25crore.		
Federal Bank	Cash Credit	620	30-11-2021	620	571.1	RPRR+5%	Bill Discounting (Without LC) Primary Security - Hypothecation of Bills/invoices drawn on accepted customers approved by bank. Collateral Security - Additional Equity mortgage of residential property- Flat no.6801, 68th floor, A-wing, Lodha Allura The Park, Off Wadia International Center & Hard Rock Café, Near Jain temple, Pandurang Budhkar marg, Lower Parel, Mumbai- 400013	Includes Taxes, Duties and other Levies applicable	Installments lumpum
The Federal Bank Ltd	Vehicle loan	140	27-06-2024	140	140		Exclusive Charge on Vehicle	Includes Taxes, Duties and other Levies applicable	Repayable in equated monthly installment of Rs. 2,24,183, last installment is due in Jun-31,

Getgrowth Capital Private Ltd	Unsecured Loan	150		150	150		Unsecured Loans repayable in 12 Equated Monthly Instalments (EMIs)	Includes Taxes, Duties and other Levies applicable	Repayable in equated monthly installment of Rs. 4,59,451, last installment is due in Jun-25,
Getgrowth Capital Private Ltd	Unsecured Loan	50		50	50		Unsecured Loans repayable in 12 Equated Monthly Instalments (EMIs)	Includes Taxes, Duties and other Levies applicable	Repayable in equated monthly installment of Rs. 13,78,772, last installment is due in Jun-25,

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## **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Red Herring Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" 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 was originally incorporated as 'S A Tech Software India Private Limited' a private limited company under the Companies Act, 1956 at Pune, Maharashtra, pursuant to a certificate of incorporation dated November 01, 2012, issued by the Registrar of Companies, Maharashtra, Pune ("RoC"). Thereafter, name of our Company was changed from 'S A Tech Software India Private Limited' to 'S A Tech Software India Limited', consequent to conversion of our Company from private to public company, pursuant to a special resolution passed by the shareholders of our Company on October 16, 2023, and a fresh certificate of incorporation consequent to change of name was issued by the RoC on November 03, 2023. Our Company's Corporate Identity Number is U72900PN2012FLC145261.

We have consistently grown in terms of our revenues over the past years. In the past three (3) years our revenues from operation were Rs.4,106.11 lakhs in F.Y.2021-22, Rs. 5,639.31 lakhs in the FY 2022-23 and 7,188.22 lakhs in the FY 2023-24. Our Net Profit after tax for the above-mentioned periods are Rs. (548.25) lakhs, Rs. 108.59 lakhs and 368.86 lakhs respectively.

#### **Factors contributing to the growth of our Revenue:**

1. For FY 2022-23 the following were the factors that contributed to growth of our revenue:

- **Significant Surge in Revenue from Operations:**

Our revenue from operations surged from ₹ 4106.11 lakhs in FY 2021-22 to ₹ 5639.31 lakhs in FY 2022-23, reflecting an impressive growth of almost 37.34%. This substantial increase was primarily attributed to the strategic expansion in business operations and steady recovery from the post covid impacts. The company managed to onboard new contracts, and added new clients like KSB Tech, Toll India, Roche India and more and also the company managed to secure new projects with the existing clients.

2. For FY 2023-24 the following were the factors that contributed to growth of our revenue:

- **Steady Revenue Increase:**

Our revenue from operations experienced a positive trajectory, escalating from ₹ 5639.31 lakhs in FY 2022-23 to ₹ 7188.22 lakhs in FY 2023-24, marking a substantial growth of almost 27.47%. This noteworthy increase was primarily a result of strategic expansions in our business operations as well as with the onboarding of more clients and varied segments of business line, including the GCC business, which enhanced the revenue and profitability of the Company.

## FINANCIAL KPIs OF THE COMPANY:

(Amt ₹ in Lakhs)

Key Performance Indicator	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,388.87	7,188.22	5,639.31	4,106.11
Growth in revenue from operations (%)	N.A.	27.47%	37.34%	(24.48%)
Total Income <sup>(2)</sup>	2,397.18	7,238.12	5,673.05	4,154.37
EBITDA <sup>(3)</sup>	413.93	875.32	520.10	(399.00)
EBITDA Margin (%) <sup>(4)</sup>	17.33%	12.18%	9.22%	(9.72%)
Restated profit for the period/year <sup>(5)</sup>	248.07	368.86	108.59	(548.25)
Restated profit for the period/year Margin (%) <sup>(6)</sup>	10.38%	5.13%	1.93%	(13.35%)
Return on Net worth <sup>(7)</sup>	17.54%	31.63%	14.06%	(82.58%)
Return on Average Equity ("RoAE") (%) <sup>(8)</sup>	19.22%	38.05%	15.12%	(58.45%)
Return on Capital Employed ("RoCE") (%) <sup>(9)</sup>	10.95%	32.24%	19.66%	(17.35%)
Debt-Equity Ratio <sup>(10)</sup>	1.49	1.10	1.89	2.95

\* EBITDA margin is calculated as EBITDA as a percentage of total income and PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.

## FACTORS AFFECTING OUR RESULT OF OPERATIONS

Except as otherwise stated in this Red Herring Prospectus and the Risk Factors given in the Red Herring Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

### *Change in Technology*

In the IT consulting sector, continuous observation and evaluation of emerging technology trends are fundamental to our business strategy. This commitment to staying informed about technological developments comes with an acknowledgment of the inherent risks. Rapid technological advancements can challenge our existing infrastructure and previous investments, presenting risks that require careful management.

### *Client/Customer Dependency*

Although most of our Client Contracts are signed for long term, but the client always has an option to terminate the contract by giving the specific notice period to the company as per the terms of the contract in case if the client decides to set-up their own internal team for the Software Development.

### *Regulatory Framework*

We have obtained all regulatory permissions which are necessary to run our business, Further, some of the approvals are granted for fixed periods of time and need renewals, which are obtained in the course of business, however, there may be change in statutory regulations at any time which cannot be predicted by us. There can be no assurance that the change in regulations will not impact our operations in the future.

### ***Ability of Management***

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of any member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition.

### ***Market & Economic conditions***

India is one of the largest economies and is growing at a rapid pace. But in this globalised economy, all the businesses face an uncertain level of volatility from unexpected global events which ranges from global pandemics to wars, to weather changes to supply chain disruption, which may change the economic dynamics and the purchasing capability of the end customers. At the time of market slowdown, the demand falls which has adverse impact on our business.

### ***Competition***

We operate in a competitive atmosphere. Our competition varies by market, geographic areas and type of products. Our Company may face stiff competition from domestic as well as global market as the dynamic changes. Some of our competitors may have greater resources than those available to us. While service quality, technical ability, performance records, etc. are key factors in client decisions among competitors, however, price & quality are the deciding factor in most cases. Further, this industry is fragmented with many small and medium sized companies and entities, which provides such services at various levels, which may adversely affect our business operation and financial condition. Further, there are no entry barriers in this industry and any expansion in capacity of existing market players would further intensify competition. Moreover, as we seek to diversify into new geographical areas, new territories, new emerging markets, we may face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue. These competitive factors may force us to reduce rates, and to pursue new market opportunities. Increased competition could result in reduced demand for our products, increased expenses, reduced margins and loss of market share. Failure to compete successfully against current or future competitors could harm our business, operating cash flows and financial condition.

### **Significant Developments after June 30, 2024 that may affect our Future Results of Operations**

The Directors confirm that there have been no other events or circumstances since the date of the last financial statements as disclosed in the Red Herring Prospectus which materially or adversely affect or is likely to affect the business or profitability of our Company or the value of our assets, or our ability to pay liabilities within next twelve months.

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

### **a) Basis of Accounting and Preparation of Financial Statements:**

The restated summary statement of assets and liabilities of the Company as at June 30, 2024, March 31, 2024, March 31, 2023 and 2022 and the related restated summary statement of profits and loss and cash flows for the year/period ended on June 30, 2024, March 31, 2024, March 31, 2023 and 2022 (herein collectively referred to as (“Restated Summary Statements”)) have been compiled by the management from the audited Financial Statements of the Company for the year/period ended on June 30, 2024, March 31, 2024, March 31, 2023 and 2022 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the “Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) (“Guidance Note”). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the NSE in connection with its

proposed SME IPO. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

**b) Use of Estimates:**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**c) Property, Plant & Equipment and Intangible Assets**

**(i) Property, Plant & Equipment**

All Property, Plant & Equipment are recorded at cost including taxes, duties, freight and other incidental expenses incurred in relation to their acquisition and bringing the asset to its intended use.

**(ii) Intangible Assets**

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

**d) Depreciation / Amortisation:**

Depreciation on fixed assets is calculated on a straight-line method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013. Individual assets cost of which doesn't exceed Rs. 5,000/- each are depreciated in full in the year of purchase.

Intangible assets including internally developed intangible assets are amortised over the year for which the company expects the benefits to accrue. Intangible assets are amortized on written down value basis over 3 years in pursuance of provisions of AS-26.

**e) Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable,



willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

**f) Investment:**

Current investments are carried at cost or fair-value whichever is lower. Further, any reduction to fair value and any reversals of such reductions are included in the profit and loss statement.

Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment. Cost of investments sold is arrived using average method.

**g) Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

**h) Provisions, Contingent Liabilities and Contingent Assets:**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**i) Revenue Recognition:**

Revenue from software development and support services comprises of income from time and material and fixed price contracts. Revenue with respect to time and material contracts is recognized as and when related services are performed. Revenue from fixed price contract is recognized in accordance with the percentage of completion method. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those services. Unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

**j) Other Income:**

Interest Income on fixed deposit is recognized on time proportion basis. Other Income is accounted for when right to receive such income is established.

**k) Taxes on Income:**

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax. Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

l) **Cash And Bank Balances:**

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Other Bank Balances comprises of cash and bank balances other than cash and cash equivalents which has original maturity of more than three months and restricted balances.

m) **Earnings per Share:**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

n) **Employee Benefits:**

**Defined Contribution Plan:**

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.

**Defined Benefit Plan:**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service without any monetary limit. Vesting occurs upon completion of five years of service. Provision for gratuity has been made in the books as per actuarial valuation done as at the end of the year.

o) **Segment Reporting:**

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

## RESULTS OF OUR OPERATIONS

Particulars	For the half year ended June 30, 2024 (₹ in lakhs)	% of Total**	For the year ended 31 <sup>st</sup> March, 2024 (₹ in lakhs)	% of Total**	For the year ended 31 <sup>st</sup> March, 2023 (₹ in lakhs)	% of Total**	For the year ended 31 <sup>st</sup> March, 2022 (₹ in lakhs)	% of Total**
<b>INCOME</b>								
Revenue from Operations (Gross)	2,388.87	99.65%	7,188.22	99.31%	5,639.31	99.41%	4,106.11	98.84%
Other Income	8.31	0.35%	49.90	0.69%	33.74	0.59%	48.26	1.16%
<b>Total Revenue (A)</b>	<b>2,397.18</b>	<b>100.00%</b>	<b>7,238.12</b>	<b>100.00%</b>	<b>5,673.05</b>	<b>100.00%</b>	<b>4,154.37</b>	<b>100.00%</b>
<b>EXPENDITURE</b>								
Employee Benefit Expenses	1,773.38	73.98%	5,497.47	75.95%	4,824.91	85.05%	4,103.06	98.76%
Finance Costs	52.98	2.21%	279.75	3.86%	266.18	4.69%	261.49	6.29%
Depreciation and Amortization expense	27.91	1.16%	83.17	1.15%	80.87	1.43%	55.59	1.34%
Other Expenses	209.78	8.75%	852.43	11.78%	326.95	5.76%	424.52	10.22%
<b>Total Expenses (B)</b>	<b>2,064.05</b>	<b>86.10%</b>	<b>6,712.82</b>	<b>92.74%</b>	<b>5,498.91</b>	<b>96.93%</b>	<b>4,844.66</b>	<b>116.62%</b>
<b>Profit/(Loss) before Tax</b>	<b>333.13</b>	<b>13.90%</b>	<b>525.30</b>	<b>7.26%</b>	<b>174.14</b>	<b>3.07%</b>	<b>-690.29</b>	<b>-16.62%</b>
Tax Expense/ (benefit)								
(a) Current Tax Expense	85.91	3.58%	72.44	1.00%	-	0.00%	-	0.00%
(b) Deferred Tax	-0.85	-0.04%	84.00	1.16%	65.55	1.16%	-142.04	-3.42%
<b>Net tax expense / (benefit)</b>	<b>85.06</b>	<b>3.55%</b>	<b>156.44</b>	<b>2.16%</b>	<b>65.55</b>	<b>1.16%</b>	<b>-142.04</b>	<b>-3.42%</b>
<b>Profit/(Loss) for the year</b>	<b>248.07</b>	<b>10.35%</b>	<b>368.86</b>	<b>5.10%</b>	<b>108.59</b>	<b>1.91%</b>	<b>-548.25</b>	<b>-13.20%</b>

*\*\*Total refers to Total Revenue*

### *Components of our Profit and Loss Account*

#### *Income*

Our total income comprises of revenue from operations and other income.

#### *Revenue from Operations*

Our revenue from operation as a percentage of our total income was 99.65%, 99.31%, 99.41% and 98.84% for the period ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. Our Revenue of Operations comprises of Sale of Service both domestic and export.

<b>Particulars</b>	<b>For the period ended June 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Sale of Services - Export	1,024.41	1,031.95	257.33	202.51
Sale of Services - Domestic	1,364.46	6,156.27	5,381.98	3,903.60
	-	-	-	-
<b>TOTAL</b>	<b>2,388.87</b>	<b>7,188.22</b>	<b>5,639.31</b>	<b>4,106.11</b>

#### *Other Income*

Our other Income consists of Interest received on deposits with banks and others, Foreign Exchange Fluctuations, Reversal of Gratuity Provision, Rental Income & miscellaneous Income etc.

<b>Particulars</b>	<b>For the period ended June 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Interest Income on FD	1.06	2.67	9.21	1.78
Interest Income on Refund of Income tax	-	18.53	-	-
Foreign Exchange Gain	-	-	13.13	-
MSME Interest received	-	0.50	-	-
Miscellaneous Income	-	-	-	2.85
Reversal of Gratuity Liability	-	-	-	32.83
Rental Income	7.25	28.20	11.40	10.80
<b>TOTAL</b>	<b>8.31</b>	<b>49.90</b>	<b>33.74</b>	<b>48.26</b>

#### *Expenditure*

Our total expenditure primarily consists of cost of employee benefit expenses, finance costs, Depreciation and Other Expenses.

#### *Employee Benefit Expenses*

Our employee benefits expense comprises of Director Remuneration, & Staff Welfare Expenses, Contribution to EPF & ESIC, Gratuity expense, Recruitment Expenses, Meals & Entertainment Expenses, Labour Welfare Expenses, Salary to Staff, Intern Stipend Expenses.

### *Finance costs*

Our Finance cost expenses comprises of Interest Expenses & other borrowing costs.

### *Other Expenses*

Other expenses primarily include Auditor's Fees, Rent, Maintenance charges, Insurance charges, Foreign Exchange Loss, Legal and Professional Charges, Computer Software and Internet Expenses, Travelling & Entertainment Expenses etc.

<b>Particulars</b>	<b>For the period ended June 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Audit Fees	2.00	9.16	4.75	4.25
Brokerage/Commission Expenses	-	2.35	-	15.95
Loss on sale of fixed assets	-	-	-	0.29
Google Cloud Expenses	2.13	14.54	12.88	5.84
Computer Software and Internet Expenses	6.41	27.09	26.40	19.45
Courier Expenses	1.33	6.47	4.56	1.93
Dues and Subscriptions	-	3.14	0.21	1.15
Electricity Expenses	1.21	5.27	0.10	1.80
Foreign Exchange Loss	6.06	46.82	-	14.47
Late Fees & Penalties	-	-	1.80	26.84
Insurance Expenses	6.86	25.15	29.62	-
Legal & Professional Fees	94.98	551.42	169.65	218.04
Office Expenses	15.67	14.57	0.28	25.33
Office Maintenance	1.51	7.29	8.37	8.43
Professional Tax	0.03	0.08	0.05	0.05
Rate and Tax Paid	-	13.42	0.50	-
Rent	31.19	47.33	15.11	36.78
Rent Charges of Laptop	0.76	6.10	31.11	32.26
Repairs & Maintenance	-	-	-	0.42
Telephone Expenses	0.22	2.72	2.02	1.17
Travelling & Entertainment Expenses	4.55	29.56	19.17	1.87
Printing and Stationery	0.37	6.35	0.22	1.98
Donation	4.94	5.31	0.15	6.22
Placement Fees	28.51	15.01	-	-
Bad debt	-	0.14	-	-
Hotel and Food Expenses	-	10.21	-	-
Advertisement Expenses	1.05	2.93	-	-
<b>TOTAL</b>	<b>209.78</b>	<b>852.43</b>	<b>326.95</b>	<b>424.52</b>

### *Provision for Tax*

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

**For the period ended June 30, 2024*****Revenue from Operations***

For the period ended June 30, 2024, Revenue from Operations of our company was ₹ 2,388.87 lakhs.

***Other Income***

For the period ended June 30, 2024, Other Income of our company was ₹ 8.31 lakhs.

***Income***

The total income of our company for the period ended June 30, 2024 was ₹ 2,397 lakhs.

**Expenditure*****Employee Benefit Expenses***

For the period ended June 30, 2024 our Company incurred for employee benefit expenses ₹ 1,773.38 lakhs.

***Finance Costs***

The finance costs for the period ended June 30, 2024 was ₹ 52.98 lakhs.

***Other Expenses***

For the period ended June 30, 2024 our other expenses were ₹ 209.78 lakhs.

***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the period ended June 30, 2024 of ₹ 333.13 lakhs

***Profit/ (Loss) after Tax***

Profit after tax for the period three months ended June 30, 2024, 2023 was at ₹ 248.07 lakhs.

**Fiscal 2024 compared with fiscal 2023*****Revenue from Operations***

The Revenue from Operations of our company for fiscal year 2024 was ₹ 7,188.22 lakhs against ₹ 5,639.31 lakhs for Fiscal year 2023. An increase of 27.47% in revenue from operations. This increase was primarily a result of strategic expansions in our business operations as well as with the onboarding of more clients and varied segments of business line, including the GCC business, which enhanced the revenue and profitability of the Company

***Other Income***

The other income of our company for fiscal year 2024 was ₹ 49.90 lakhs against ₹ 33.74 lakhs for Fiscal year 2023. An increase of 47.90% in other income. This increase was due to refund of income tax received during the period under report from the Income Tax Department.

***Total Income***

The total income of our company for fiscal year 2024 was ₹ 7,238.12 lakhs against ₹ 5,673.05 lakhs total income for Fiscal year 2023. An increase of 27.59% in total income. This increase was due to constant expansion of the business operations of the company and inclusion of new clientele and business segments.

## **Expenditure**

### ***Employee Benefit Expenses***

In Fiscal year 2024, our Company incurred for employee benefit expenses ₹ 5,497.47 lakhs against ₹ 4,824.91 lakhs expenses in fiscal year 2023. An increase of 13.94%. This increase was due to the increase in the number of employees and increase in their remuneration, being directly related to delivering the desired results to the clients. Also, despite of challenges suffered by the company in increasing revenue during the previous years, increments and rewards to employees were provided in due course adding additional cost of employee benefits.

### ***Finance Costs***

The finance costs for the Fiscal year 2024 was ₹ 279.75 lakhs while it was ₹ 266.18 lakhs for Fiscal year 2023. An increase of 5.10% was primary due to holding of funds raised from banks for longer tenure and raising more funds from the banks for meeting the working capital requirements, as the trade receivable period pro-longed during the period under report.

### ***Other Expenses***

In fiscal year 2024, our other expenses were ₹ 852.43 lakhs and ₹ 326.95 lakhs in fiscal year 2023. This increase of 160.72% was due to various factors resulting in the overall increase in the other expenses. The major reasons for the increase in other expenses are:

- a. Foreign currency exchange loss
- b. Hotel & Travelling expenses
- c. Computer, software and intangible expenses
- d. Office Rent and Admin cost
- e. Professional Fee of Consultants and Freelancers
- f. Recruitment fee for hiring new talents.

### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the Fiscal year 2024 of ₹ 525.30 lakhs against profit before tax of ₹ 174.14 lakhs in Fiscal year 2023. An increase of 201.65%. This increase was primarily due to increase in the revenue of the Company and the efficiency of the Company to keep the costs under check, leading to increased profit generation.

### ***Profit/ (Loss) after Tax***

Profit after tax for the Fiscal year 2024 was at ₹ 368.86 lakhs against profit after tax of ₹ 108.59 lakhs in fiscal year 2023. An increase of 239.68%. This increase was due to the increase in the overall revenue, reduction in costing, not much change in the finance cost and increase in the profit before tax.

## **Fiscal 2023 compared with fiscal 2022**

### ***Revenue from Operations***

The Revenue from Operations of our company for fiscal year 2023 was ₹ 5,639.31 lakhs against ₹ 4,106.11 lakhs total income for Fiscal year 2022. An increase of 37.34% in revenue from operations. This increase was due to rise in number of projects and tenders received during the year.

### ***Other Income***

The other income of our company for fiscal year 2023 was ₹ 33.74 lakhs against ₹ 48.26 lakhs for Fiscal year 2022. A decrease of 30.09% in other income. This decrease was due to reduction in the misc. Income.

### ***Total Income***

The total income of our company for fiscal period 2023 was ₹ 5,673.05 lakhs against ₹ 4,154.37 lakhs total income for Fiscal period 2022. An increase of 36.56% in total income. This increase was primarily due to rise in number of projects and tenders received during the year.

### ***Expenditure***

#### ***Employee Benefit Expenses***

In Fiscal 2023, our Company incurred for employee benefit expenses ₹ 4,824.91 lakhs against ₹ 4,103.06 lakhs expenses in fiscal 2022. The increase of 17.59%. This increase was due to increase in the projects received and hence additional workforce was deployed and few attritions during the Fiscal ended 2023

#### ***Finance Costs***

The finance costs for the Fiscal 2023 was ₹ 266.18 lakhs while it was ₹ 261.49 lakhs for Fiscal 2022. This increase of 1.79% was due to longer holding period of Temporary Loan (Bill Discounting).

#### ***Other Expenses***

In fiscal 2023, our other expenses were ₹ 326.95 lakhs and ₹ 424.52 lakhs in fiscal 2022. This decrease of 22.98% was due to the optimisation of our cost which enabled us to reduce our other expenses primarily due to reduction of Brokerage /Commission expenses and Foreign Exchange Loss.

#### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the Fiscal 2023 of ₹ 174.14 lakhs against profit before tax of ₹ (690.29) lakhs in Fiscal 2022, a 125.23% increase. This was due to increase in sales and optimization of our cost.

#### ***Profit/ (Loss) after Tax***

Profit after tax for the Fiscal 2023 was at ₹108.59 lakhs against profit after tax of ₹ (548.25) lakhs in fiscal 2022, a 119.81% increase. This was due to increase in sales and optimization of cost.

### **Fiscal 2023 compared with Sept 2023**

The company's financial performance, specifically in terms of sales and profit, has undergone notable fluctuations, with a substantial increase in profit after tax (PAT) margin in the period ending September 2023. This transformation is a result of strategic adjustments post-COVID, focusing on revenue growth, and a commitment to sustained profitability through operational excellence.

#### **Sales Fluctuations:**

The company experienced a decline in sales from INR 5,436.88 Lakhs in fiscal 2021 to INR 4,106.11 Lakhs in fiscal 2022. This dip was attributed to the industry-wide impact of the COVID-19 pandemic, a challenging period for many businesses globally. However, the company displayed resilience and adaptability, bouncing back with a significant increase in sales to INR 5,639.31 Lakhs in fiscal 2023. The sales figure for the half-year ended September 2023 stands at INR 3,154.83 Lakhs.

The recovery in sales can be attributed to the strategic adjustments made post-COVID, including targeted efforts in client diversification and resource optimization. These measures allowed the company to navigate the challenges posed by the pandemic, regain momentum, and position itself for sustained growth.

#### **Profit After Tax (PAT) Margin:**

The most striking aspect is the improvement in the Profit After Tax (PAT) margin. Fiscal 2021 witnessed a PAT of 79.47 Lakhs, which dramatically turned negative in fiscal 2022 to -549.50 Lakhs. This negative PAT was a



consequence of the challenging market conditions during the pandemic. However, the company swiftly recovered, showcasing a remarkable turnaround in fiscal 2023, achieving a PAT of 107.19 Lakhs.

The significant increase in the PAT margin can be attributed to strategic initiatives implemented during this period. These initiatives involve a focus on client diversification, reducing dependency on specific clients or sectors, and optimizing resources for better efficiency. The company's commitment to sustaining growth and profitability is evident in its projection of a PAT margin of 8-10% in the near term, with ambitions to elevate it to 10-12% by FY 2025.

#### ***Revenue Decline and PAT fluctuation for FY'22 compared to FY'21***

In Fiscal Year 2022, the company encountered a significant decline in revenue, approximately 24%, due to unexpected project discontinuations. Despite this challenge, the company maintained its commitment by bearing a substantial portion of direct operating costs, particularly employee expenses. The fixed nature of employee costs persisted, impacting on the profit margin for the period.

#### **Revenue Increase and PAT increase for FY'23 compared to FY'22**

1. In FY'23 company managed to win new contracts, and added new clients like KSB Tech, Toll India, Roche India and more, also company managed to win new projects with the existing clients

<b>Client Name</b>	<b>Revenue for FY'22 (Amt ₹ in Lakhs)</b>	<b>Revenue for FY'23 (Amt ₹ in Lakhs)</b>
Applied Material	350	950
KSB Tech	Nil	82.64
Toll India	Nil	172
Society General	231	380
Roche India	Nil	44.50

2. In FY'23, the company's revenue grew by 37% compared to FY'22, while employee costs increased by just 17%. This indicates that the company successfully optimized workforce utilization, allowing it to manage and deliver more projects efficiently

<b>Particulars</b>	<b>As on March'22 (Amt ₹ in Lakhs)</b>	<b>As on March'23 (Amt ₹ in Lakhs)</b>
Sales	4106	5639
COGS (Employee Cost)	4103	4825
Gross Profit	3	814
Gross Profit %	0.07	14.44

Revenue and PAT comparison for Stub Period compared to FY'23

#### **Rationale for Revenue and Profitability for Stub Period Sept 2023 as compared to March 23**

1. The Company continued to gain more projects with the existing client as well as new clients.
2. The factors contributing to the increase in the PAT (Profit After Tax) for the company during the stub period compared to FY'23:

## Major Factors:

### 1. Strategic Move:

Previous Mark-up Strategy: Until March 23, the company operated with an average mark-up of 15-20% on projects.

New Mark-up Strategy: Starting April 2023, the company adopted a strategic approach to undertake projects with a **minimum** mark-up of 30-40%.

### 2. Operational Efficiency:

The company has increased its operational efficiency by delivering more projects without the increase in its cost of employment by working on multiple projects simultaneously.

Particulars	FY'23	Sept'23
Sales	5639.31	3154.83
Employee Cost	4824.91	2169.36
Gross Margins %	14%	31%

The Company was able to deliver more projects and generate more revenue with reduced employee strength from 380 employees as on 31st March'23 to 346 employees as on 30th September 2023.

## Cash Flows

(Amount ₹ in lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, (Standalone)		
		2024	2023	2022
Net Cash from Operating Activities	(416.39)	61.05	1,334.66	36.07
Net Cash from Investing Activities	(161.54)	(138.58)	(79.41)	(248.46)
Net Cash used in Financing Activities	758.06	(472.63)	(766.34)	203.05

### Cash Flows from Operating Activities

Net cash from operating activities for the period ended June 30, 2024 was ₹ (416.39) lakhs as compared to the Profit Before Tax at ₹ 333.13 lakhs due to increase in Trade Receivables. Net cash from operating activities for the year ended 31<sup>st</sup> March 2024, was ₹ 61.05 lakhs as compared to the Profit Before Tax at ₹ 525.30 lakhs. Net cash from operating activities for the year ended 31<sup>st</sup> March 2023, was ₹ 1,334.66 lakhs as compared to the Profit Before Tax at ₹ 174.14 lakhs. Net cash from operating activities for fiscal 2022 was at ₹ 36.07 lakhs as compared to the Profit Before Tax at ₹ (690.29) lakhs.

### Cash Flows from Investment Activities

Net cash from investing activities for the period ended June 30, 2024 was ₹ (161.54) lakhs due to purchase of capital assets. Net cash from investing activities for the year ended 31<sup>st</sup> March 2024 was ₹ (138.58) lakhs due to increase in capital expenditure. Net cash from investing activities for the year ended 31<sup>st</sup> March 2023 was ₹ (79.41) lakhs due to

increase in capital expenditure. Net cash flow from investing activities for fiscal 2022 was at ₹ (248.46) lakhs due to due to increase in capital expenditure.

### ***Cash Flows from Financing Activities***

Net cash from financing activities for the period ended June 30, 2024 was ₹ 758.06 lakhs. Net cashflow from financing activities for the year ended 31st March 2024 was ₹ (472.63) lakhs due to repayment of debt. Net cashflow from financing activities for the year ended 31st March 2023 was ₹ (766.34) lakhs due to repayment of debt. Net cash from financing activities for fiscal 2022 was at ₹ 203.05 lakhs due to increase in debt.

## **OTHER MATTERS**

**1. Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.**

Except COVID-19 or any such kind of pandemic and as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**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 no. 34 of the Red Herring Prospectus. To our knowledge, except as we have described in the 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**

Other than as described in the chapter titled “**Risk Factors**” and “**Management’s Discussion and Analysis of Financial Conditions and Result of Operations**”, beginning on Page 34 and 170 respectively of this Red Herring Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

**4. Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as described in the chapter titled “**Risk Factors**” beginning on Page 34 of this Red Herring Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances. Our Company’s future costs and revenues will be determined by demand/supply situation, both of the end products/services as well as the raw materials, government policies and other economic factors.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.**

Our company is an IT consulting company and caters to global as well as domestic customers offering products and digital solutions. in support of their digital transformation initiatives including Application development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning, IoT solutions, data science and analytics etc. Increase in revenues are by and large linked to increases in volume of business and also dependent on the price realization on our products/services.

**6. Total turnover of each major industry segment in which the issuer company operated.**

Our company is an IT consulting company and caters to global as well as domestic customers offering products and digital solutions. in support of their digital transformation initiatives including Application development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning,

IoT solutions, data science and analytics etc. Relevant industry data, as available, has been included in the chapter titled “**Industry Overview**” beginning on page 101 of this Red Herring Prospectus.

**7. Status of any publicly announced new products or business segment.**

Our company is an IT consulting company and caters to global as well as domestic customers offering products and digital solutions. in support of their digital transformation initiatives including Application development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning, IoT solutions, data science and analytics etc. Except as disclosed elsewhere in the Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

**8. The extent to which business is seasonal.**

Our company is an IT consulting company and caters to global as well as domestic customers offering products and digital solutions. in support of their digital transformation initiatives including Application development, mobile apps development, Cloud infrastructure, Software Quality assurance, generative AI, machine learning, IoT solutions, data science and analytics etc. Our Company’s business is not seasonal in nature.

**9. Competition Conditions**

We face competition from existing and potential competitors which is common for any business and our results of operations could be affected by competition in the information technology industry in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “**Risk Factors**” beginning on page 34 of this Red Herring Prospectus.

## SECTION VII LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; (d) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Company, the Directors, the Promoters, the Joint Ventures and the Group Companies in the last five Fiscals, including outstanding action; or (e) Material Litigation (as defined below); involving our Company, its Directors, the Promoters, the Joint Ventures and the Group Companies ("**Relevant Parties**").*

*Our Board, in its meeting held on July 19, 2024, determined that outstanding legal proceedings involving the Relevant Parties will be considered as material litigation ("**Material Litigation**") (i) if the aggregate amount involved exceeds 5% of the profit after tax as per the Fiscal in Restated Consolidated Financial Statements; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.*

*It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.*

*Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated July 19, 2024. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 5% of the total consolidated trade payables as per the Restated Consolidated Financial Statements of our Company disclosed in this Red herring Prospectus, would be considered as material creditors. The trade payables of our Company as on June 30, 2024 were ₹ 110.80 lakhs. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.*

*For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.*

*Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.*

*All terms defined in a particular litigation disclosure pertains to that litigation only.*

#### **I. Litigation involving our Company.**

##### **A. Litigation filed against our Company**

##### **1. Criminal proceedings**

Nil

##### **2. Outstanding actions by regulatory and statutory authorities**

Nil

### 3. Material civil proceedings

Nil

### B. *Litigation filed by our Company.*

#### 1. Criminal proceedings

Nil

#### 2. Material civil proceedings

Nil

### C. Tax proceedings

(in Rs. lakhs)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	13*	547.60
Indirect Tax	Nil	Nil
<b>Total</b>	<b>13</b>	<b>547.60</b>

\*Includes (i)TDS defaults for the Financial Years 2019-20 amounting Rs. 2,520, 2021-22 amounting to Rs. 1,02,120, 2022-23 amounting to Rs.36,69,690 and 2023-24 amounting to Rs.57,04,910. (ii) Our Company has received a notice under section 144B of the Income-tax Act, 1961 bearing number ITBA/AST/S/61/2023-24/1053476359(1) on June 2, 2023 for the A.Y. 2022-23 seeking certain clarification on the return of income filed by the Company which has been assessment in accordance with the procedure of Section 144B of the Income Tax Act, 1961 thereafter Notices were issued for the AY 2022-23 (a) bearing No. ITBA/AST/S/143(2)/2023-24/1053511036(1) under section 143(2) of the Income-tax Act, 1961 dated June 2, 2023 for seeking certain clarification on the return of income filed by the Company which has been selected for scrutiny for which reminder notices under section 142(1) of the Income tax Act, 1961 to produce documents were issued bearing no: (a) ITBA/AST/F/142(1)/2023-24/1054825245(1) dated August 3, 2023 (b) TBA/AST/F/142(1)/2023-24/1055322769(1) dated August 22, 2023 (c) ITBA/AST/F/142(1)/2023-24/1055593025(1) dated August 30, 2023 (d) ITBA/AST/F/142(1)/2023-24/1056151076(1) dated September 15, 2023 (e) ITBA/AST/F/142(1)/2023-24/1056588738(1) dated September 27, 2023. Any penalty or liability to be determined in this matter is unascertainable as on date and will on be ascertainable upon completion of the proceeding(iii) Outstanding tax demands amounting to Rs. 29150910 for Financial year 2020-21 under section 143(3) of IT Act and Outstanding tax demands amounting to Rs. 1,61,29,480 for Financial year 2020-21 under section 143(3) of IT Act.

## II. Litigation involving our directors (other than Promoters)

### A. *Litigation filed against our Directors (other than Promoters)*

#### 1. Criminal proceedings

Nil

#### 2. Outstanding actions by regulatory and statutory authorities

Nil

#### 3. Material civil proceedings

Nil

B. *Litigation filed by our Directors (other than Promoters)*

1. **Criminal proceedings**

Nil

2. **Material civil proceedings**

Nil

A. *Tax proceedings*

<b>Particulars</b>	<b>Number of cases</b>	<b>Aggregate amount involved to the extent ascertainable (in Rs. lakhs)</b>
Direct Tax	2*	Not ascertainable
Indirect Tax	Nil	Nil
<b>Total</b>	2	Not ascertainable

\* Show cause notice bearing No. ITBA/COM/F/17/2023-24/1054308137(1) for initiating prosecution for the F.Y.2021-22 u/s 276B/276BBr.w.s. 2(35) of the Income Tax Act, 1961 has been issued to Ritesh Sharma as there were late payment of principal amount of Rs. 3,24,02733 and an Interest on late payment of Rs. 18,60,067 for late fillings of TDS by our Company for the F.Y.2021-22 on account of failure to deposit the tax deducted at source/TCS under various sections of the Income-tax Act, 1961 by the Company whereby our Director, Ritesh Sharma has been treated as a Principal Office and he may be to be proceeded against accordingly.

Show cause notice bearing No. ITBA/COM/F/17/2023-24/1062173469(1) for initiating prosecution for the F.Y.2022-23 u/s 276B/276BBr.w.s. 2(35) of the Income Tax Act, 1961 has been issued to Sarika Sharma as there were late payment of principal amount of Rs. 4,52,54,522 and an Interest on late payment of Rs. 44,34,418 for late fillings of TDS by our Company for the F.Y.2021-22 on account of failure to deposit the tax deducted at source/TCS under various sections of the Income-tax Act, 1961 by the Company whereby our Director, Sarika Sharma has been treated as a Principal Office and he may be to be proceeded against accordingly.

III. **Litigation involving our Promoters**

A. *Litigation filed against our Promoters*

1. **Criminal proceedings**

Nil

2. **Outstanding actions by regulatory and statutory authorities**

Nil

3. **Material civil proceedings**

Nil

B. *Litigation filed by our Promoters*

1. **Criminal proceedings**

Nil

2. **Material civil proceedings**

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

IV. **Material Litigations involving our Group Companies**

A. *Litigation filed against our Group Companies*

1. **Criminal proceedings**

Nil

2. **Outstanding actions by regulatory and statutory authorities**

Nil

3. **Material civil proceedings**

Nil

B. *Litigation filed by our Group Companies*

1. **Criminal proceedings**

Nil

2. **Material civil proceedings**

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	12*	8.11
Indirect Tax	Nil	Nil
<b>Total</b>	<b>12</b>	<b>8.11</b>

\* Includes (i)TDS defaults of Mindpool Technologies Limited for the FY 2016-17, 2019-20, 2021-22, 2022-23, 2023-24 However Company has paid Rs. 0.99 Lakhs out of 4.86 Lakhs which is not reflected on TDS website. (iii) TDS Defaults of Opalforce Software India Limited for the FY 2009-10, 2010-11, 2011-12, 2012-13, 2021-22, 2022-23, 2023-24

**Outstanding dues to creditors**

As per the Restated Financial Consolidated Statements, 5% of our trade payables as at June 30, 2024 was Rs. 5.54 Lakhs and accordingly, creditors to whom outstanding dues exceeding Rs. 5.54 lakhs have been considered as material creditors for the purposes of disclosure in this Red Herring Prospectus.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as of 30 June, 2024 by our Company, are set out below and the disclosure of the same is available on the website of our Company at [www.satincorp.com](http://www.satincorp.com) :



<b>Type of creditors</b>	<b>Number of creditors</b>	<b>Amount involved (in Rs. lakhs)</b>
Material creditors	04	46.98
Micro, Small and Medium Enterprises (Material)	01	6.01
Micro, Small and Medium Enterprises (Others)	05	7.45
Other creditors	51	50.36
<b>Total*</b>	61	110.80

### **Material Developments**

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after 30 June, 2024*" on beginning on page 170, there have not arisen, since the date of the last financial information disclosed in this Red herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

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## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

*We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section “**Risk Factors**” beginning on page 34 of this Red Herring Prospectus, these material approvals are valid as of the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” on page 124 of this Red Herring Prospectus.*

*Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.*

### **I. Material approvals obtained in relation to the Issue**

- a. The Board of Directors has, pursuant to a resolution passed at its meeting held on December 6, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on December 7, 2023, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c. The Company has obtained the in-principle listing approval from the EMERGE platform of NSE, dated July 02, 2024

### **II. Material approvals obtained in relation to our business and operations**

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### **A. Incorporation details of our Company**

- a. Our Company was originally incorporated as a private limited company in the name of "S A Tech Software India Private Limited", vide Certificate of Incorporation dated November 1, 2012, issued by the Registrar of Companies.
- b. Fresh Certificate of Incorporation dated November 3, 2023 issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from "S A Tech Software India Private Limited" to "S A Tech Software India Limited

**B. Tax related approvals obtained by our Company**

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account Number	AASCS2449E	Income Tax Department	November 19, 2023	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	PNES36626C	Income Tax Department	November 23, 2012	Valid till cancelled
3.	GST Registration Certificate (Maharashtra)	27AASCS2449E1Z1	Goods and Services Tax Department	December 5, 2023	Valid till cancelled
4.	GST Registration Certificate (Karnataka)	29AASCS2449E2ZW	Goods and Services Tax Department	August 25, 2017	Valid till cancelled

**C. Regulatory approvals:**

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Provident Fund Code Number	PUPUN1007963	Employees' Provident Fund Organisation, Ministry of Labour and Employment, Government of India	August 9, 2014	Valid till cancelled
2.	ESIC – Registration Code (Maharashtra)	33000539660001099	Employees' State Insurance Corporation, Ministry of Labour and Employment, Government of India	February 8, 2017	Valid till cancelled
3.	ESIC – Sub-Registration Code (Karnataka)	53330539660011099	Regional Office, Employees' State Insurance Corporation	December 11, 2017	Valid till cancelled
4.	Registration Certificate – under the Shops and Establishment Act - (Maharashtra)	2231000316239676	Deputy Commissioner of Labour, Pune	February 28, 2022	Valid till cancelled
5.	Registration Certificate – under the Shops and Establishment	39/177/CE/0337/2015	Government Of Karnataka : Department Of Labour	October 15, 2015	December 31, 2024

Sr. No.	Nature of Registration/License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
	Act - (Karnataka)				
6.	Professional Tax – Certificate of Enrolment – Maharashtra	99571995919P	Maharashtra Sales Tax Department	December 18, 2012	Valid till cancelled
7.	Professional Tax – Certificate of Registration – Maharashtra	27925254708P	Maharashtra Sales Tax Department	January 11, 2012	Valid till cancelled
8.	Professional Tax – Certificate of Enrolment – Karnataka	126768834	Professional Tax Officer, Government of Karnataka	April 26, 2017	Valid till cancelled
9.	Professional Tax – Certificate of Registration – Karnataka	371774468	Professional Tax Officer, Government of Karnataka	May 31, 2017	Valid till cancelled
10.	Professional Tax – Certificate of Registration – Patna	10PNES36626CR	Professional Tax Officer, Government of Karnataka	January 1, 2024	Valid till cancelled
11.	Registration Certificate -ISO 9001: 2015*	IN97482A	LMS Certification Limited	October 12, 2022	October 11, 2025
12.	Registration Certificate -ISO 27001:2013*	IN97482E	LMS Certification Limited	October 12, 2022	October 11, 2025
13.	Importer Exporter Code	3113003831	Ministry of Commerce and Industry	May 16, 2023	Valid till cancelled
14.	UDYAM Registration Certificate	UDYAM-MH-26-0012610	Ministry of Micro, Small and Medium Enterprises, Government of India	September 2, 2020	Valid till cancelled
15.	Registration Certificate – under the Shops and Establishment Act - (Patna)	P.T/TBSE-REG/2022/00703	Labour Resources Department, Bihar	February 2, 2022	Valid till cancelled

\*For Software Design, Development, Enhancements & Support and Staff Augmentation/Staffing/Manpower Supply to the External Customers with support functions like Human Resources, Recruitment, Finance and IT services both Internal and External Customers.

**III. Material approvals or renewals for which applications are currently pending before relevant authorities**

Nil

**IV. Material approvals expired and renewal yet to be applied for**


Nil

**V. Material approvals required but not obtained or applied for**

Nil

**VI. Intellectual Property**

As on the date of this Herring Prospectus, our Company has registered the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Serial No.	Particulars of the Mark	Trademark No..	Class of Registration	Date of Issue
1	 "S A TECHNOLOGIES"	6135289	42	October 4, 2023

For risk associated with our intellectual property please see, "*Risk Factors*" on page 34 of this Red Herring Prospectus.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

The Issue has been authorized by the board of directors by passing a resolution in the Board Meeting dated December 06, 2023, and the Issue has been authorized by the members by passing a special resolution in the Extra-ordinary General Meeting, dated December 07, 2023.

This Red Herring Prospectus has been approved by our Board pursuant to its resolution passed on July 20, 2024.

Our Company has received in-principle approvals from NSE Emerge for the listing of the Equity Shares pursuant to its letter dated July 02, 2024.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, our Promoters, members of the promoter group and our directors have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/ court.

Our Promoter and Directors are not directors or promoters of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authorities.

Our Company, Promoter or Directors have neither been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoter and our Directors have not been declared as Fugitive Economic Offenders under section 12 of Fugitive Economic Offenders Act, 2018.

### **Association with Securities Market**

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

### **Prohibition by RBI**

Neither our Company, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter “*Outstanding Litigations and Material Development*” beginning on page 186 of the Red Herring Prospectus.

### **Confirmation under Companies (Significant Beneficial Owners) Rules, 2018**

Our Company, our Directors, our Promoter and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Red Herring Prospectus.

### **Eligibility for the Issue**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor our Promoter, promoter group or directors are debarred from accessing the capital market by the Board.
- Neither our Promoter, nor any directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.

- Neither our Promoter nor any of our directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoter, Promoter Group nor our directors, are Willful Defaulters or a fraudulent borrower.
- Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital is more than 10 crores and upto twenty five crore rupees and can issue Equity Shares to the public and propose to list the same on the SME Platform of National Stock Exchange of India Limited.

We further confirm that:

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, our Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the BRLM immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246(3) of the SEBI (ICDR) Regulations, 2018 the BRLM will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246(4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The BRLM and the Emerge Platform of NSE. Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of prospectus shall also be furnished to the SEBI in a soft copy.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated June 17, 2024 with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the Emerge Platform of NSE.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, we confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under**

- ***Incorporation: The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.***

Our Company is incorporated under the Companies Act, 1956 in India.

- **Track Record**

The Company should have a track record of at least 3 years

Our Company was incorporated on November 01, 2012 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Pune, Maharashtra. Therefore, we are in compliance with criteria of having track record of 3 years.

- **Post Issue Paid up Capital:** *The post issue paid up capital of our Company (face value) shall not be more than Rs. 25 crores*

The present paid up capital of our company is ₹ 915.73 lakhs and we are proposing IPO upto 39,00,000 Equity shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] lakhs. Hence our post issue Paid up capital will be upto ₹ 1305.73 lakhs (i.e. 13.06 Crores) So, our Company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25 Crores.

- **Net-worth: Positive Net-worth**

As per Restated Financial Statement, the net-worth of our Company is ₹ 1166.35 lakhs as on March 31, 2024.

- **Operating Profit (earnings before interest, depreciation and tax) from operations for atleast 2 (two) out of 3 (three) financial years:**

Our Company is having operating profit, details are mentioned as below.

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	7,238.12	5,673.05	4,154.37
Operating Profit (earnings before interest, depreciation and tax)	875.32	520.10	(399.00)

- Our Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) and no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- Our Company has not received any winding up petition admitted by a NCLT/Court.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company
- Our Company has a website: [www.satincorp.com](http://www.satincorp.com)

#### Other Disclosures:

We further confirm that:

- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of our Promoter.
- There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company and Promoter during the past three years.
- There are no litigations record against our Company, Promoter except disclosed in section “**Outstanding Litigation and Other Material Developments**” beginning on page 186 of the RHP.
- There are no criminal cases/investigation/offences filed against the director of our Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.



## **DISCLAIMER CLAUSE OF SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF RED HERRING PROSPECTUS 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 RED HERRING PROSPECTUS. THE LEAD MERCHANT BANKER, GYR CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN ON FORMITY 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MERCHANT BANKER, GYR CAPITAL ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 20, 2024 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 RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

## **Disclaimer from our Company and the Book Running Lead Manager**

Our Company, our Promoter, our Directors and the Book Running Lead Manager accepts no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, [www.satincorp.com](http://www.satincorp.com) 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 entered between the Book Running Lead Manager and our Company on December 11, 2023 and the Underwriting Agreement dated June 17, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated June 17, 2024 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere. Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or

noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our subsidiary, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **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 competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, state industrial development corporations, provident funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI, venture capital funds, permitted insurance companies and pension funds, permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs. This Red Herring Prospectus does not, however, constitute an issue to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this 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) at Pune, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.**

Applicants are advised to ensure that any Applications from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant where required must agree in the Allotment Advice that such Applicants 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

#### **Disclaimer Clause of the EMERGE Platform of NSE**

**“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/3368 dated July 02, 2024, permission to the Issuer to use the Exchange’s name in this Offer Document as one of the Stock Exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or**

**construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.**

**Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."**

#### **Disclaimer Clause Under The U.S. Securities Act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (i) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India

#### **Filing**

This Red Herring Prospectus is being filed with the Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed. National Stock Exchange of India Limited is located at the Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Red Herring Prospectus 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 will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents required to be filed under Section 26 of the Companies Act, 2013 would be filed with the ROC Office situated at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune-411044, Maharashtra through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>

## Listing

Application will be made to the Emerge platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

Our company has received an In-principle Approval letter dated July 02, 2024 from NSE for using its name in this Offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within Four days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of fourth days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Three Working Days from the Issue Closing Date as may be required by applicable law.

## Consents

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker(s) to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Counsel to the Issue, Underwriter(s) to the Issue, Market Maker to the Issue, Syndicate Member and Sub-Syndicate Member to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Company has received written consent dated July 19, 2024 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as a Statutory Auditor and in respect of its (i) examination report dated July 19, 2024 on our restated financial information; and (ii) its report dated July 19, 2024 on the statement of special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

## Impersonation

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:**

***“Any person who-***

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013***

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten

years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees 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 fifty lakh rupees or with both.

### **Experts**

Except for report and certificates from Statutory Auditors on financial matter, we have not obtained any other expert opinions.

### **Particulars regarding Public or Rights Issues during the last five (5) years and performance vis-à-vis objects**

Our Company has not made any previous public during the last five (5) years preceding the date of this Red Herring Prospectus, further for details in relation to right issue made by our Company during the five years preceding the date of this Red Herring Prospectus, please refer to section titled “*Capital Structure*” on page 68 of this Red Herring Prospectus.

### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled “*Capital Structure*” beginning on page 68 of this Red Herring Prospectus.

### **Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

### **Performance vis-à-vis objects –Public/ rights issue of the listed subsidiaries/listed Promoter of our Company**

Our Promoter, Promoter Group, Group Company or any subsidiary company has not undertaken any previous public or right issue during the period of last five years.

### **Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Red Herring Prospectus.

### **Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

### **Option to Subscribe**

Equity Shares being offered through the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus can be applied for in dematerialized form only.

**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUED HANDLED BY THE BRLM:**

1. Price information of past issues handled by GYR Capital Advisors Private Limited

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing*	
1.	Naapbooks Limited	3.99	74	15.09.2021	77.00	-16.22%	4.40%	-29.73%	-1.59%	-18.905	-3.809
2.	Ascensive Educare Limited	2.25	26	12.01.2022	27.60	0.00%	-4.901%	-30.00%	-3.5739%	14.61%-	11.04629%-
3.	Achyut Healthcare Limited	3.60	20	30.03.2022	21.15	0.00%	-1.981%	4.75%-	-9.41%-	-9.75%-	-2.622%-
4.	Dhyaani Tile and Marblez Limited	2.45	51	12.04.2022	52.25	19.61%	7.661%	82.35%-	-7.137%-	11.764%-	-0.999%-
5.	Veekayem Fashion and Apperals Limited	4.4352	28	22.08.2022	52.35	59.96%	1.86%	22.67%	3.82%	0.17%	5.25%
6.	JFL Lifesciences Limited	18.16	51	08.09.2022	70.00	-29.01%	-2.71%	-38.52%	4.74%-	-40.98%	-1.17%
7.	Sabar Flex India Limited	4.47	11	21.09.2022	21.00	54.54%	-0.87%	44.54%-	3.56%-	32.27%	-0.72%
8.	Mafia Trends Limited	3.60	28	06.10.2022	32.65	-8.57%	5.78%	-26.78%	4.01%	-52.82%	2.51%
9.	Pritika Engineering Components Limited	9.42	29	08.12.2022	42.20	35.69%	-2.14%	-4.59%	8.62%	8.62%	0.55%
10.	Uma Converter Limited	18.414	33	29.12.2022	34.25	21.21%	-0.40%	-6.10%	-10.30%	-12.88%	3.44%

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing*	
11.	Anlon Technology Solutions Limited	15	100	10.01.2023	251.1	84.40%	-0.12%	-1.61%	75.02%	163.95%	7.91%
12.	Agarwal Float Glass India Limited	9.2	42	23.02.2023	44	-9.52%	-3.00%	-14.29%	4.42%	-13.09%	10.74%
13.	Mcon Rasayan India Limited	6.84	40	20.03.2023	48	87.5%	-3.70%	157.13%	10.76%	230.25%	19.63%
14.	Essen Speciality Films Limited	66.33	107	06.07.2023	140	37.38%	1.37%	21.00%	0.31%	94.85%	11.12%
15.	Srivari Spices and Foods Limited	8.99	42	18.08.2023	101.50	199.17%	4.38%	291.78%	2.35%	591.90%	11.23%
16.	Basilic Fly Studio Limited	66.35	97	11.09.2023	271.00	194.07%	-1.53%	194.07%	-1.53%	294.79%	11.68%
17.	Maitreya Medicare Limited	14.89	82	07.11.2023	162.55	65.36%	7.70%	122.38%	12.18%	-	-
18.	Trident Techlabs Limited*	16.03	35	29.12.2023	98.15	469.71%	0.02%	125.91%	1.80%	-	-
19.	Kay Cee energy & Infra Limited*	15.93	54	05.01.2024	252.00	608.24%	0.28%	-14.47%	3.33%	-	-
20.	Maxposure Limited*	20.26	33	23.01.2024	145.00	170.60%	4.60%	-	-	-	-
21.	Thaai Casting Limited*	47.20	77	23.02.2024	185.90	-20.24%	-0.94%	-	-	-	-

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing*	
22.	Koura Fine Diamond Jewelry Limited*	5.50	55	14.03.2024	75.00	-35.05%	1.57%	-	-	-	-
23.	Naman In-Store (India) Limited*	25.34	89	02.04.2024	125.00	-	-	-	-	-	-
24.	ABS Marine Services Limited*	96.29	147	21.05.2024	279.30	-	-	-	-	-	-
25.	HOAC Foods India Limited*	5.54	48	24.05.2024	139.65	-	-	-	-	-	-
26.	Medicamen Organics Limited	10.54	34	28.06.2024	144.70	-	-	-	-	-	-
27.	Petro Carbon and Chemicals Limited	113.16	171	02.07.2024	315.00	-	-	-	-	-	-

\* Companies have been listed on November 07, 2023 December 29, 2023, January 05, 2024, January 23, 2024, February 23, 2024, March 14, 2024, April 02, 2024, May 21, 2024, May 24, 2024, June 28, 2024 and July 02, 2024 hence not applicable



**Summary Statement of Disclosure:**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium – 180 <sup>th</sup> calendar day from listing day*		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-2022	03	9.84	-	1	3	-	-	-	-	-	2	-	-	1
2022-2023	10	124.78	-	1	2	4	1	2	1	1	-	-	1	2
2023-2024	10	286.52	-	-	-	6	2	-	-	-	-	1	-	-
2024-2025	04	225.53	-	-	-	-	-	-	-	-	-	-	-	-

\* Companies have been listed on November 07, 2023 December 29, 2023, January 05, 2024, January 23, 2024, February 23, 2024, March 14, 2024, April 02, 2024, May 21, 2024, May 24, 2024, June 28, 2024 and July 02, 2024 hence not applicable.

**Break -up of past issues handled by GYR Capital Advisors Private Limited:**

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2021-2022	03	0
2022-2023	10	0
2023-2024	10	0
2024-2025	04	0

**Notes:**

1. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
2. Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager as set forth in the table below:

Sr. No.	Name of the Lead Manager	Website
1.	GYR Capital Advisors Private Limited	<a href="http://www.gyrcapitaladvisors.com">www.gyrcapitaladvisors.com</a>

## Stock market data of the Equity Shares

As the Offer is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

## Mechanism for Redressal of Investor Grievances

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Red Herring Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

## Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on December 06, 2023. For further details on the Stakeholders Relationship Committee, please refer to section titled “***Our Management***” beginning on page 143 of this Red Herring Prospectus.

The members of the Stakeholders’ Relationship Committee are:

Name of Director	Position in the Committee	Designation
Kaustubh Karwe	Chairman	Non-Executive Independent Director
Sarika Sharma	Member	Non-Executive Independent Director
Ritesh Sharma	Member	Non-Executive Director

The Company Secretary of our Company shall serve as the secretary of the Stakeholders’ Relationship Committee.

**Our Company has appointed Ms. Arnika Choudhary, Company Secretary and the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

**Ms. Arnika Choudhary**

**Address:** S A Tech Software India Limited

Off No. D-6030, 6th Floor Solitaire Bus. Hub

Viman Nagar, Pune 411014, Maharashtra, India

**Telephone No.:** +91 9022909131

**E-mail:** [cs@satincorp.com](mailto:cs@satincorp.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

### Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

### Public Offer Expenses

The break-up of the estimated Offer expenses are set forth below:

(in ₹ Lakhs)

Activity	Estimated expenses *	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission)	[•]	[•]	[•]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer and fee payable to the Sponsor Bank for Bids made by RIBs. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, CRTAs and CDPs	[•]	[•]	[•]
Advertising and marketing expenses	[•]	[•]	[•]
Fee payable to auditors, consultants and market research firms	[•]	[•]	[•]
Others	[•]	[•]	[•]
(i) Listing fees, NSE processing fees, book building software fees and other regulatory expenses;			
(ii) Printing and distribution of stationery;			
(iii) Fees payable to legal counsel; and			
(iv) Miscellaneous.			
(v) Fees Payable to Market Maker			
<b>Total estimated Offer expenses</b>	[•]	[•]	[•]

Notes:

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

1. ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.
2. Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted
3. Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted

4. *Sponsor Bank shall be payable processing fees on UPI application processed by them - Rs 10/- per application on wherein shares are allotted*
5. *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
6. *The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.*
7. *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. 8. Offer Expenses other than the listing fees shall be shared among our Company and the Selling Shareholder on a pro rata basis, in proportion to the Equity Shares Allotted.*

#### **FEES PAYABLE TO BRLM TO THE OFFER**

The total fees payable to the BRLM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

#### **FEES PAYABLE TO THE REGISTRAR TO THE OFFER**

The fees payable to the Registrar to the Offer, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company, Selling Shareholders and the Registrar to the Offer.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### **FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Counsel, Statutory Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled "*Capital Structure*" beginning on page no. 68 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **LISTED VENTURES OF PROMOTER**

There are no listed ventures of the promoters.

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Red Herring Prospectus.

#### **CHANGES IN AUDITORS**

For details regarding changes in Auditor, please refer chapter titled "*General Information*" beginning on page no. 55 of this Red Herring Prospectus.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled "*Capital Structure*" on page 68 of this Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

## SECTION VIII ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued and allotted pursuant to the Issue shall be subject to the provisions of the Companies Act 2013, the SEBI (ICDR) Regulations, 2018, the SCRA, the SCRR, the MOA, the AOA, the SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and listing and trading of securities, issued from time to time, by the SEBI, the Government of India, the Stock Exchanges (NSE), the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and/or regulatory authority, 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 Offers by retail individual investors through intermediaries (Syndicate member, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further, vide the said circular, Registrar to the Offer 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 Offer and DPs as and when the same is made available*

#### **Authority for the Issue**

The present Issue of upto 39,00,000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] lakhs comprising of a fresh issue which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 06, 2023 and was approved by the Shareholders of our Company by passing special resolution at their Extra-Ordinary General Meeting held on December 07, 2023 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

#### **Ranking of the Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to “*Description of Equity shares and terms of the Articles of Association*” on page 257 of this Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to “*Dividend Policy*” on page 160 of this Red Herring Prospectus.

#### **Face Value, Issue Price, Floor Price and Price Band**

The Face Value of each Equity Share is ₹ 10/- each 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 will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Financial

Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), Marathi editions of Kesari (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Maharashtra where the registered office is located, each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Issue price shall be determined by our company in consultation with the BRLM and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 93 of this Red Herring Prospectus.

### **Compliance with SEBI (ICDR) Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividends, if declared;
- Right to receive Annual Reports and notices to members;
- 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, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

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/splitting, see “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 257 of this RHP.

### **Allotment only in dematerialised form**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Issue:

- Tripartite agreement dated December 17, 2019 amongst our Company, NSDL and Registrar to the Issue; and
- Tripartite agreement dated October 12, 2023, amongst our Company, CDSL and Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode.

### **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 Emerge Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares 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.

### **Minimum Number of Allotees**

The minimum number of allottee in the Issue shall be fifty (50) shareholders in case the number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

### **Joint Holders**

Subject to the provisions of the AOA, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Pune, Maharashtra.

The Equity Shares 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 applicable U.S. state securities laws.

Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S 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 offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination facility to investors**

In accordance with Section 72 of the Companies Act, read with the rules notified thereunder, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by the Shareholder by nominating any other person in place of the present nominee, by giving a notice of such cancellation. 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 the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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, our 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 dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

### Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Share capital and Promoter's minimum contribution under the SEBI ICDR Regulations as provided in "**Capital Structure**", beginning on page 68 of this RHP and except as provided under the AOA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AOA. For details, see "**Description of Equity Shares and Terms of the Articles of Association**", beginning on page 257 of this Red Herring Prospectus.

*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 Managers 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 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.*

### Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for 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) working 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 Applicants within one (1) working day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the 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 Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with the BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus/ Red Herring Prospectus with the Stock Exchange.

### Bid/Issue Programme

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Anchor Portion Offer Opens/Closes on	July 25, 2024
Bid/ Issue Opening Date	July 26, 2024 <sup>1</sup>
Bid/ Issue Closing Date	July 30, 2024 <sup>2</sup>
Finalisation of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about July 31, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked Bank Account <sup>(1)</sup> (T+1)	On or about July 31, 2024
Credit of Equity Shares to demat accounts of Allotees (T+2)	On or about August 01, 2024
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about August 02, 2024



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

*(2) Our Company shall, in consultation with the Book Running Lead Managers, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

*(3) UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Issue Closing Date.*

\*In case of (i) 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 from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of nonallotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the March 2021 Circular, as amended pursuant to June 2021 Circular shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, 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 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

**The above timetable is indicative and does not constitute any obligation or liability on our Company or the BRLMs.**

**While 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 Three Working Days of the Bid / Offer Closing Date, or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.**

**The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect**

**The BRLM will be required to submit reports of compliance with 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.**

**In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 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.**

**Submission of Bids (other than Bids from Anchor Investors):**

<b>Bid/ Issue Period (except the Bid/ Issue Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
<b>Bid/ Offer Closing Date</b>	
Submission and Revision in Bids*	Only between 10.00 a.m. and 3.00 p.m. IST
Submission of Bids by QIBs and Non-Institutional Bidders	Only between 10.00 a.m. and 4:00 p.m IST
Submission of Bids by Retail Individual Bidders.	Only between 10.00 a.m. and 5:00 p.m IST

*\*UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.*

**On the Bid/ Offer 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 Exchanges, in case of Bids by RIBs.

On Bid / Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer 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 / Offer Opening Date till the Bid / Offer 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.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. None among our Company or the Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBS on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminal of the Syndicate Member, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

### Minimum Subscription

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, our Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

As per 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, our Company shall forthwith refund the entire subscription amount received within four days from the closure of the issue. If there is a delay beyond such time, 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 laws.

The minimum number of allottees in this Issue shall be fifty (50) shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of issue

In accordance with Regulation 260(1) 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 this Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, 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 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.

### Migration to Main Board

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
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	<ul style="list-style-type: none"> <li>• The applicant Company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>• The company has not received any winding up petition admitted by a NCLT.</li> <li>• The net worth* of the company should be at least 50 crores</li> </ul> <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>
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:	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• Redressal mechanism of Investor grievance</li> <li>• PAN and DIN no. of Director(s) of the Company</li> <li>• Change in Control of a Company/Utilization of funds raised from public</li> </ul>

#### Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

#### Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **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 Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

#### **Market Making**

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled "**General Information**" beginning on page 55 of this Red Herring Prospectus.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

#### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

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## 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 Offer paid up capital is more than ₹ 10 crores and up to ₹ 25 crores, shall Offer 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 Emerge Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an Offer, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page no. 210 and 223 respectively of this Red Herring Prospectus.

The present initial public offer is up to 39,00,000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] lakhs which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 06, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on December 07, 2023 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013. The Offer and the Net Offer will constitute 29.86% and 27.69%, respectively of the post Issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process (1):

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Up to 2,84,000 Equity shares	Not more than 18,06,000 Equity Shares.	Not less than 5,44,000 Equity Shares	Not less than 12,66,000 Equity Shares
<b>Percentage of Issue size available for allocation</b>	7.28 of the Offer size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion  Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.”	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate as follows: (excluding the Anchor Investor Portion): a) Up to 38,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares

		<p>b) Up to 6,86,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above</p> <p>Up to 60% of the QIB Portion (of up to 10,82,000 Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>		
<b>Mode of Bid</b>	Only through the ASBA Process	Only through the ASBA process. (Except for Anchor investors)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
<b>Mode of Allotment</b>	Compulsorily in dematerialized form			
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds ₹ 200,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB portion), subject to limits as applicable	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
<b>Trading Lot</b>	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than the Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			

<b>Mode of Bid</b>	Only through the ASBA process	Only through the ASBA process (Except for Anchor investors)	Only through the ASBA process	Through the ASBA process via Banks or by using UPI ID for payment
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- (1) *This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*
- (2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- (3) *Subject to valid Bids being received at or above the Issue price, 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) *Our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2018, as amended. 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 Price.*
- (5) *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 Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details please refer to the section titled “**Issue Procedure**” beginning on page 223 of this Red Herring Prospectus.*

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 234 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

#### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue, after the Issue Opening Date but before the Allotment, without assigning any reason thereof. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, 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 Working Day from the date of receipt of such notification. Our Company shall also inform the same to the NSE Emerge on which the Equity Shares are proposed to be listed.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the NSE Emerge, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed and/or submitted with the RoC and the NSE Emerge.



**Issue Programme:**

<b>Event</b>	<b>Indicative Date</b>
Anchor Portion Offer Opens/Closes on	July 25, 2024
Bid/ Issue Opening Date	July 26, 2024 <sup>1</sup>
Bid/ Issue Closing Date	July 30, 2024 <sup>2</sup>
Finalisation of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about July 31, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked Bank Account <sup>(1)</sup> (T+1)	On or about July 31, 2024
Credit of Equity Shares to demat accounts of Allottees (T+2)	On or about August 01, 2024
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about August 02, 2024

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

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

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two 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. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded 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 application form of that Bidder may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays).

## ISSUE PROCEDURE

All Applicants should review the General Information Document for investing in Public Issues, prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the SEBI UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager. The document will be updated to reflect the enactments and regulations including then Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note 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 bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

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 RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline 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 has been 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. Accordingly, the Issue has been considered to be made under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.

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 ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of this circular are deemed to form part of this Red Herring Prospectus.

Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLM shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the 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 Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Applicants 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.

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 this Issue.

This section applies to all the Applicants.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, amongst others equity shares. Pursuant to the SEBI UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days 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 Mechanism, the SEBI 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 was 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 implementation of UPI Phase III.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

**The Issue is being made under Phase III of the UPI (on a mandatory basis).**

All SCSBs offering the 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 a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the Retail Individual Bidders using the UPI Mechanism.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars 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 finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the Book Running Lead Manager will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

**PART A**

**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 Offer shall be allocated on a proportionate basis to QIBs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

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 RIBs 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 Offer, subject to applicable laws.*

**Availability Of RHP/Prospectus and Application Forms**

The Memorandum containing the salient features of this Red Herring Prospectus together with the Application Forms and copies of this Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

## Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date. Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

### **Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investor**	White
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis <sup>^</sup>	White
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis <sup>^</sup>	Blue

\*Excluding electronic Bid cum Application Forms

<sup>^</sup>\*\*Electronic Bid cum Application forms for Anchor Investor shall be made available at the office of the BRLM.

Electronic Bid Cum Application Forms will also be available for download on the website of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

**Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.**

**Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.**

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date (“Cut- Off Time”). Accordingly, RIBs 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. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an Offer) 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 Banks and the bankers to an Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability.

## **WHO CAN BID?**

**Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.**

**Subject to the above, an illustrative list of Applicants is as follows:**

- a) Indian Nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: “Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) 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;
- g) 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);
- h) 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;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant’s category;

- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) 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;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) 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;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**APPLICATIONS NOT TO BE MADE BY:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies (OCB)

The Equity Shares 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 applicable U.S. state securities laws.

Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S 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 offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior**



**approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

## **MAXIMUM AND MINIMUM APPLICATION SIZE**

### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

### **2. For other than Retail Individual Bidders (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this RHP.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), Marathi editions of Kesari (a widely circulated Regional language 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 / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), Marathi editions of Kesari (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Maharashtra each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum

Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.

- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **Participation by Associates /Affiliates of BRLM**

**The BRLM shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.**

### **Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus which will be registered with the RoC and also publish the same in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), Marathi editions of Kesari (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Maharashtra where the registered office is located) with wide circulation. This advertisement shall be in prescribed format.
2. Our Company shall file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of this Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain this Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated

Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made 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 will be considered at par with Bids/Applications from individuals.

### **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 BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid 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 the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% 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 10.00% of any company's paid-up share capital carrying voting rights.

### **BIDS BY ELIGIBLE NRIS**

Eligible NRIs or Overseas Citizen of India (OCI) 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 authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation basis shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% 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, on a repatriation basis, 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 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

### **Investment by NRI or OCI on non-repatriation basis:**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations - Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis - will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. 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.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.**

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (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; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and

may be rejected, except for Bids from FPIs that utilize the multi- investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

**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 Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

**BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, 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 RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see "*Key Regulations and Policies*" beginning on page 124 of this RHP.

## **BIDS BY SCSBS**

SCSBs participating in the Offer are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. 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 SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

## **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 BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,50,00,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 50,00,000 lakhs or more but less than ₹ 2,50,00,000 lakhs.*

Insurance companies participating in this Offer 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, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

## **BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200 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 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/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:



- where allocation in the Anchor Investor Portion is up to 200 lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200 lakhs but up to 2500 lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100 lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500 lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to 2500 lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500 lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100 lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Offer 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 Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer 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 Offer Price.
  - 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminal of the syndicate member and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
  - 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30days from the date of Allotment.
  - 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.
  - 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
  - 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

#### **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, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union 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 ₹ 2500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

### **Offer 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 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 Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer 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 Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer 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 Offer 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 Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

- a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of In case of resident Anchor Investors: — “S A Tech Software India Limited – Anchor Account-R”
- b) In case of Non-Resident Anchor Investors: — “S A Tech Software India Limited – Anchor Account-NR”
- c) 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 Offer to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. the applications accepted by them,
  - ii. the applications uploaded by them
  - iii. the applications accepted but not uploaded by them or
  - iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category

6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in this Red Herring Prospectus . The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is

available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

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

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

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

*Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.*

#### GENERAL INSTRUCTIONS

##### **Do's:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original

- Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
  14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
  16. Ensure that the Demographic Details are updated, true and correct in all respects;
  17. 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;
  18. Ensure that the category and the investor status is indicated;
  19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
  20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
  21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
  22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
  23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
  24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;
  25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
  26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs

bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and

27. 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.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
1. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
2. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
3. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
4. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
5. Do not submit the Bid for an amount more than funds available in your ASBA account.
6. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
7. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
8. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
9. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
10. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
11. Do not submit the General Index Register (GIR) number instead of the PAN;
12. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
13. 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;
14. 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);
15. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
16. Do not submit a Bid using UPI ID, if you are not a RIB;
17. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
18. Do not Bid for Equity Shares in excess of what is specified for each category;



19. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus ;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
21. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
22. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
23. Do not Bid if you are an OCB; and
24. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “**General Information**” and “**Our Management**” beginning on pages 55 and 135, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “**General Information**” beginning on page 55 of this RHP.

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be 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 RIBs 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 RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form 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. 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;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “**General Information**” beginning on page 55 of this RHP.

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, 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/ Offer 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, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the RID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

**The allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.**

## **BASIS OF ALLOTMENT**

### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### **c. Allotment To Anchor Investor (If Applicable)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
  - maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
  - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

### **d. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

i. In the first instance, allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

ii. In the second instance, allotment to all QIBs shall be determined as follows:

- In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the National Stock Exchange of India Limited Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this RHP.

**Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.**

**The Executive Director / Managing Director of National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.**

**Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

**Designated Date:**

**On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.**

**The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 4 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.**

**Instructions for Completing the Bid Cum Application Form**

**The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.**

**SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com)**

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted [●] equity shares; and
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Offer, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Offer. There is no reservation for Non- Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Offer on October 13, 2023.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Offer on October 13, 2023.
- c) The Company's Equity shares bear an ISIN No. INE0RJM01010.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), Marathi editions of Kesari (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Maharashtra, where our Registered Office is located)).

In the Pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Red Herring Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law.

### **IMPERSONATION**

Attention of the applicants 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 lakhs or 1.00% 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 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 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 Offer 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 all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further Offer of the Equity Shares shall be made until the Equity Shares Offered through this Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Offer, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an Offer of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

#### **UTILIZATION OF OFFER PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate 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 indicating the form in which such unutilized monies have been invested.

#### **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Company Secretary and Compliance Officer of our Company or the Registrar to the Issue in case of any Pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;**

<p><b>To the Company Secretary of Company</b> <b>S A Tech Software India Limited</b> <b>Contact Person :</b> Ms. Arnika Choudhary <b>Address:</b> Off No. D-6030, 6th Floor Solitaire Bus. Hub, Viman Nagar, Pune 411014, Maharashtra, India, 411014 <b>Telephone No.:</b> +91 9022909131 <b>E-mail:</b> <a href="mailto:cs@satincorp.com">cs@satincorp.com</a></p>	<p><b>To the Registrar to the Issue</b> <b>Bigshare Services Private Limited</b> Office No. 56-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400 093, Maharashtra, India. <b>Tel:</b> +91 22 6263 8200 <b>Fax:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Sagar Pathare <b>SEBI Registration Number:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534</p>
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## 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. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy and FEMA has been entrusted to the concerned ministries / departments. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India (“**DPIIT**”) issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

Under the current FDI Policy, 100% foreign direct investment is permitted in the service sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investor**”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The above information is given for the benefit of the Applicants. Our Company, and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.**

For further details, see “*Issue Procedure*” beginning on page 223 of this Red Herring Prospectus.

**SECTION IX- DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF  
ASSOCIATION**

*Articles of Association were adopted as the Articles of Association of the Company pursuant to the special resolution passed at the extraordinary general meeting of the Company held on October 16, 2023.*

**THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)  
ARTICLES OF ASSOCIATION\*<sup>1</sup>  
OF  
S A TECH SOFTWARE INDIA LIMITED<sup>2</sup>**

**1. CONSTITUTION OF THE COMPANY**

**a. Table “F” not to apply but company to be governed by these Articles**

No regulations contained in Table “F” of Schedule I to the Companies Act, 2013 (“**Table F**”) as are applicable to a public company limited by shares, shall apply to the Company except: (a) so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof; or (b) to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

**b. Applicability of Stock Exchange Regulations**

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of listing agreement of applicable stock exchanges, where the shares/securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognized stock exchange/s, which are required to be stipulated and included in the articles of association of a company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.

**2. DEFINITIONS AND INTERPRETATION**

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

**THE ACT**

“The Act” means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

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<sup>1</sup>Articles of Association were adopted as the Articles of Association of the Company pursuant to the special resolution passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September 2023.

<sup>2</sup>Pursuant to the Special Resolution passed in the Annual General Meeting of the Company held on 30<sup>th</sup> September 2023, the Company has been converted from Private Limited to Public Limited, and accordingly word “Private” has been deleted.

*\*Conversion of Private Company into Public Company vide passing Special Resolution at the Extra Ordinary General meeting of the Members held on 16<sup>th</sup> Day of October, 2023.*

*#Adopted whole new set of Articles of Association vide passing Special Resolution at the Extra Ordinary General Meeting of the Members held on 16<sup>th</sup> Day of October, 2023.*

## **ARTICLES**

The “Articles” or “Articles of Association” means these articles of association of the Company or as altered from time to time.

## **BOARD OR BOARD OF DIRECTORS**

“Board” or “Board of Directors” means the board of directors of the Company, as constituted from time to time.

## **CHAIRMAN**

“The Chairman” means the Chairman of the Board of Directors

## **THE COMPANY OR THIS COMPANY**

“The Company” or “This Company” means **S A TECH SOFTWARE INDIA LIMITED**

## **RULES**

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

## **LAW**

“Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental Authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

## **MONTH**

“Month” means a calendar month.

## **PERSONS**

“Person” or “person” shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, whether incorporated or not, that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable law.

## **GENDER**

Words importing one gender also include the other gender(s).

## **SINGULAR NUMBER**

Words importing the singular number include, where the context admits or requires, the plural number, and vice versa.

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.

## **SEBI**

“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

## **SEBI LISTING REGULATIONS**

“SEBI LISTING REGULATIONS” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

## **SECURITIES” OR “SECURITIES**

“SECURITIES” OR “SECURITIES” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

## **SHARES” OR SHARES**

“Shares” or “shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

## **SHAREHOLDER OR SHAREHOLDER OR MEMBER**

“Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time.

## **SHAREHOLDERS’ MEETING**

“Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

## **STOCK EXCHANGES**

“Stock Exchanges” shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

## **EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES**

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined.

Words and expressions occurring, but not defined, in these Articles and defined in the Act, SCRA, SEBI Act or regulations/notifications/circulars issued by SEBI (from time to time) shall have the same meanings respectively assigned to them thereunder or in any statutory.

## **PUBLIC COMPANY**

The company is a public company as defined in Section 2(71) of the Act.

### **3. CAPITAL, SHARES AND CERTIFICATES**

The Authorized Share Capital of the Company is as stated in the **Clause 5th** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and Applicable Law and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

Subject to the provision of the Act and Rules Applicable Law and these articles, the Board may issue and allot shares, in such proportion and in the capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity or ESOP or any other scheme and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be or otherwise dispose of the same or any of them to such person 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.

**a. Increase of Capital by the Company**

The Company in general meeting may from time to time, by ordinary resolution, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company in conformity with Sections 47 of the Act.

**b. Issue of Securities**

Subject to the provisions of the Act and the rules and other applicable laws the Company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business.

**c. Preference Shares**

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

**d. Shares under the control of the Board**

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board 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 either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as it may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

**e. Purchase / Buy Back of Shares**

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

#### **f. Reduction of capital**

The Company may (subject to the provisions of Section 52, 55, 66, 67 and/or other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption, reserve account, or (c) any share premium account in any manner and with and subject to any incidents, authorise the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

#### **g. Consolidation, Division, Sub-Division and Cancellation of Shares**

Subject to the provisions of the Article and Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution in General Meeting g from time to time, a alter the conditions of its Memorandum as follows that is to say:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

#### **h. Modification of Rights**

- (i) Whenever the capital, by reason of the issue of shares including preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article, is not to derogate from any power the Company would have if this Article was omitted.
- (ii) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking *pari passu* there with. This Article, is not to derogate from any power the Company would have if this Article was omitted.

#### **i. Issue of Further Shares Not to Affect Rights of Existing Members**

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. This Article, is not to derogate from any power the Company would have if this Article was omitted.

#### **j. Further Issue of Shares/Securities**

A further issue of shares/securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement, rights issue, bonus issue, pursuant to employee



stock options, sweat equity or in any other manner as permitted by the Act and at such time as the Board may from time-to-time think fit.

**k. Issue of Shares to Employees**

Subject to applicable rules and regulation, the Board may issue and allot shares/securities as sweat equity or under employees stock option scheme. The Board is authorised absolutely at its sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

**l. Liability of Members**

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

**m. Registers to be Maintained by the Company**

The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

- (I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India.
- (II) A register of Debenture holders; and
- (III) A register of any other security holders.

The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

**n. Share Certificates**

- (a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act and the Depositories Act, with the details of the shares held in Dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

Every person whose name is entered as a member in the register of members shall be entitled to receive, within two months after allotment (or within such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the shares registered in his name, every share certificate specifying the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may

impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

- (b) Certificate of title to shares shall be issued and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of share certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.
- (c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. 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 the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

**o. Fractional Certificates**

- (a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting: -
  - (i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or
  - (ii) Sell the shares represented by all such fractional parts for the best price reasonably obtainable.
- (b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Company shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.
- (c) For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.
- (d) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
- (e) Notwithstanding the above, the Board shall have power to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares/securities becoming distributable in fractions.

**p. Renewal of Share Certificate**

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfers have been fully utilised.

Provided further that in case of any share certificate being lost or destroyed or if there be no further space on the bank for endorsement of transfer, the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

**q. Company not bound to recognize any Interest in Share other than Registered Holder**

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the beneficial owner of the shares in the records of the depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

**4. Company entitled to Dematerialise its Shares and Securities**

Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debenture and other securities in a dematerialised form held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

If a Person opts to hold his Securities with a 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 held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

The Company shall further be entitled to maintain a Register of Members with the details of members holding shares/securities both in material and dematerialised form in any media as permitted by law including any form of electronic media.

## **5. GENERAL AUTHORITY**

Where in the Act, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transactions only if such company is so authorized by its articles of association, in every such case this Articles of Association hereby authorizes and empowers the Company, its Board, its Directors and/or its members to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific provision in that behalf herein. Following are a few illustrations of such rights, privileges, authorities and transactions as set out with relevant Section numbers from the Act:

Section 40: to pay commission on issue of shares and debentures

Section 43: to issue shares with differential voting rights

Section 48: to alter rights of holders of special class of shares

Section 50: to accept amount on share capital although not called up

Section 51: to pay dividend in proportion to amount paid-up

Section 55: to issue preference shares.

Section 61: to alter the share capital of the company

Section 42: to issue shares on preferential basis

Section 62: to further issue shares/securities

Section 63: to issue bonus shares

Section 68: to buy back the shares of the Company

Section 88: to keep foreign register of members of debenture holders

Section 161: to appoint additional, alternate and nominee directors

The above authority does not include rights, privileges, authorities under Section 163 of the Act.

## **6. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED**

The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.

2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.

3. 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.

## **7. BROKERAGE**

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

## **8. CALLS**

### **a. BOARD MAY MAKE CALLS**

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine at any time.

### **b. NOTICE OF CALLS**

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid provided that before the time for payment of such call, the Board may revoke or postpone the same.

### **c. CALLS TO TAKE EFFECT FROM THE DATE OF RESOLUTION**

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board of Directors.

### **d. CALLS ON SHARES OF SAME CLASS TO BE ON UNIFORM BASIS**

All calls shall be made on a uniform basis on all shares falling under the same class.  
Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

### **e. BOARD MAY EXTEND TIME**

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.

### **f. AMOUNT PAYABLE AT FIXED TIME OR BY INSTALMENTS TO BE TREATED AS CALLS**

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased registered shareholder, as if it were a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

### **g. Deposit and Call, etc. to be Debt Payable**

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as

the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

**h. Interest on Call or Instalment**

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Board may waive payment of such interest wholly or in part. In case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

**i. Partial Payment not to Preclude Forfeiture**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time-to-time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

**j. PAYMENT IN ANTICIPATION OF CALLS MAY CARRY INTEREST**

- (a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate as may be decided by the Board according to the provisions of the Act. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months' notice in writing.
- (b) No member paying any such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

**9. LIEN**

**(a) Company to have Lien on Shares/ Debentures**

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

**(b) As to Enforcing Lien by Sale**

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:

- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorise one of the members to execute a transfer thereof on behalf of and in the name of such members.

**(c) Transfer of Shares sold under Lien**

- (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereto;
- (2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) 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.

**(d) Application of proceeds of sale**

- (1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable, and
- (2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

**(e) Outsider's lien not to affect company's lien**

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

**10. JOINT HOLDERS**

**a. THE FIRST NAMED OF JOINT HOLDERS DEEMED SOLE HOLDER**

If any share stands in the names of two or more persons, first named in the register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles:-

**b. NOT MORE THAN FOUR**

- (a) The Company shall not be bound to register more than four persons as the holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

**c. TITLE OF SURVIVORS**

On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

**d. RECEIPT OF ONE SUFFICIENT**

Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

**e. DELIVERY OF CERTIFICATE AND GIVING OF NOTICE**

Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

**11. FORFEITURE OF SHARES**

**a. IF MONEY PAYABLE ON SHARES NOT PAID NOTICE TO BE GIVEN TO MEMBER**

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

**b. ALLOTMENT MONEY SHALL BE DEEMED TO BE A CALL**

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

**c. EFFECT OF NONPAYMENT OF SUMS**

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**d. FORM OF NOTICE**

The notice shall name a day (not being less than fourteen(14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as



aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

**e. IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED**

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

**f. NOTICE OF FORFEITURE TO A MEMBER**

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

**g. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY AND MAY BE SOLD ETC.**

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, reallocated or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

**h. CANCELLATION OF FORFEITURE**

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**i. MEMBER STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST**

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding twelve (12) per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

**j. EFFECT OF FORFEITURE**

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

**k. VALIDITY OF FORFEITURE**

- 1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share;

- 2) The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- 3) The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;
- 4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- 5) Such purchaser or allottee 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 re-allotment or other disposal of the share.

**1. CANCELLATION OF SHARE CERTIFICATES IN RESPECT OF FORFEITED SHARES**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

**m. VALIDITY OF SALES**

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

**12. SURRENDER OF SHARES**

The Board may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

**13. TRANSFER AND TRANSMISSION OF SHARES**

**a. INSTRUMENT OF TRANSFER TO BE EXECUTED BY TRANSFEROR AND TRANSFEREE**

- 1) For shares in physical form, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- 2) 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.
- 3) The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

#### **b. BOARD MAY REFUSE TO REGISTER TRANSFER**

Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a 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 Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

#### **c. BOARD MAY DECLINE TO RECOGNIZE INSTRUMENT OF TRANSFER**

The Board may decline to recognize any instrument of transfer unless –

- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- b) the instrument of transfer is accompanied by the certificate of 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.
- d) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
- e) Provisions of Articles to apply to Shares held in Depository:  
Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
- f) Certificate Number and other details of Securities in Depository:  
Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository

#### **d. TRANSFER OF SHARES WHEN SUSPENDED**

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty (30) days at any one time or for more than forty- five (45) days in the aggregate in any year.

#### **e. TRANSFER OF PARTLY PAID SHARES**

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

#### **f. TRANSFER TO MINORS, ETC.**

- (a) No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.
- (b) A minor may be admitted and registered as a member of the Company in respect of any fully paid up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

#### **g. THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF A TRANSFER**

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

#### **h. TITLE TO SHARES OF DECEASED MEMBER**

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under this Article the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

#### **i. TITLE TO SHARES ON DEATH OF A MEMBER**

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 recognized by the Company as having any title to his interest in the shares.

**j. ESTATE OF DECEASED MEMBER LIABLE**

Nothing 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.

**k. TRANSMISSION CLAUSE**

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time-to-time properly be required by the Board and subject as hereinafter provided, elect, either –

a) to be registered himself as holder of the share; or

b) to make such transfer of the share as the deceased or insolvent member could have made.

**l. BOARD'S RIGHT UNAFFECTED**

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.

**m. INDEMNITY TO THE COMPANY**

The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

**n. BOARD'S RIGHT UNAFFECTED**

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.

**o. NO FEE ON TRANSFER OR TRANSMISSION**

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

**14. MEETINGS OF MEMBERS**

**a. ANNUAL GENERAL MEETING**

The Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting, except in the case where any extension of time for holding any annual general meeting is granted/availed under applicable laws. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the registered office or at some other place within the city in which the office of the Company

is situate through video conferencing or audio-visual means or teleconferencing /permitted mode, as the Board may determine.

**b. EXTRAORDINARY GENERAL MEETING**

All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

The Board may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply through video conferencing or audio visual means or teleconferencing/permitted mode.

**c. CALLING GENERAL MEETING**

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic/permitted mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode: (a) in the case of an annual general meeting, by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting, and (b) in the case of any other general meeting, by members holding, majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at such meeting. Provided further that where any member is entitled to vote only on some resolution or resolutions to be moved at a general meeting and not on the others, that member shall be taken into account for the abovementioned purposes, in respect of the former resolution(s) and not in respect of the latter.

Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

**d. NATURE OF BUSINESS**

The ordinary business of an annual general meeting shall be to receive and consider the financial statements and the report of the Board and of the auditors, to reappointment of Directors retiring by rotation, to appointment of auditors and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.

**e. QUORUM**

- 1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- 3) The quorum for a general meeting shall be as provided in the Act.

**f. CHAIRMAN OF GENERAL MEETING**

The chairman of the Board shall be entitled to take the chair at every general meeting, whether annual or extraordinary. If there be no such chairman of the Board, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of the members to be the chairman of that meeting.

**g. BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILST CHAIR VACANT**

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

**h. CHAIRMAN MAY ADJOURN MEETING**

- (1) The Chairman may, suo moto, adjourn the meeting from time to time and from place to place.
- (2) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitionists under Section 100 of the Act (read with provisions of these Articles) shall stand cancelled.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (5) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.
- (6) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

**i. CHAIRMAN'S DECLARATION OF RESULT OF VOTING ON SHOW OF HANDS**

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favour or against such resolution.

**j. CHAIRMAN'S CASTING VOTE**

In the case of an equality of votes, the chairman shall both on a show of hands and a poll (if any) have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

**k. VOTING THROUGH ELECTRONIC MEANS**

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

**l. MEMBERS PAYING MONEY IN ADVANCE NOT TO BE ENTITLED TO VOTE IN RESPECT THEREOF**

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

**m. NUMBER OF VOTES TO WHICH MEMBER ENTITLED**

i) Subject to the provisions of the Act and these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.

ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

**n. VOTING IN PERSON OR BY PROXY**

The instrument appointing a proxy and/or the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

The proxy so appointed shall have no right to speak at the meeting.

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.

Unless specifically provided as part of terms of preference shares, the preference shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.

**o. MEMBERS IN ARREARS NOT TO VOTE**

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

**p. MINUTES OF PROCEEDINGS OF MEETINGS AND RESOLUTIONS PASSED BY POSTAL BALLOT**

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules



#### **q. INSPECTION OF MINUTE BOOKS OF GENERAL MEETING**

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

- a) be kept at the registered office of the Company; and
- b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all working days.

#### **r. MEMBERS MAY OBTAIN COPY OF MINUTES**

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes of general meetings:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

#### **s. POWERS TO ARRANGE SECURITY AT MEETINGS**

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

### **15. DIRECTORS**

#### **a. NUMBER OF DIRECTORS**

- a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15. However, maximum number can exceed 15 by passing special resolution as required under the Act.
- b) The first Directors of the Company were **Bhavin Goda** and **Ritesh Sharma**.
- (c) It shall not be necessary for a Director to hold any share in the Company.

#### **b. DIRECTORS NOT LIABLE TO RETIRE BY ROTATION**

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder. Each of them shall be entitled to hold the office until he resigns on his own accord.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation save as otherwise expressly provided in this Act, be appointed by the company in general meeting. For the purposes of this article, the total number of Directors shall not include independent directors, Nominee Director, whether appointed under the Act or any other law for the time being in force, on the Board.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those

who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Further this will also be governed by the provisions of Listing Regulations.

A retiring Director shall be eligible for re-election.

**c. SAME INDIVIDUAL MAY BE CHAIRPERSON AND MANAGING DIRECTOR/ CHIEF EXECUTIVE OFFICER**

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

**d. APPOINTMENT OF ALTERNATE DIRECTOR**

The Board may appoint an Alternate Director to act for a Director (hereinafter called “the original Director”) during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Board and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns to the India. If the terms of office of the original Director is determined before he returns to the India, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

**e. APPOINTMENT OF SPECIAL DIRECTOR**

- (i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm or corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.
- (ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who have appointed such special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

**f. APPOINTMENT OF DEBENTURE DIRECTORS**

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company

and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

**g. APPOINTMENT OF NOMINEE DIRECTORS**

- (i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as "The Corporation") continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholetime or non-wholetime, (which Directors or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.
- (ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- (iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.
- (iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.
- (vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/or agreement entered into with such corporation

- (vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Wholetime Director/s shall be entitled to receive such remuneration, fees, commission and money as may be approved by the Corporation.

#### **h. DIRECTORS MAY FILL VACANCIES**

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board or Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

#### **i. APPOINTMENT OF ADDITIONAL DIRECTORS**

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next annual general meeting but shall be eligible for election at such meeting.

#### **j. APPOINTMENT OF OTHER DIRECTORS**

The Board shall appoint Woman Director and Independent Director in the manner required under the provisions of Act and other applicable laws.

#### **k. APPOINTMENT OF MANAGING DIRECTOR OR MANAGING DIRECTOR(S) OR WHOLE TIME DIRECTOR OR WHOLE TIME DIRECTOR(S)**

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Board shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss or reappoint him or them from office and appoint another or others in his or their place or places.

### **16. REMUNERATION OF DIRECTORS**

- 1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- 2) The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined, in accordance with and subject to the provisions of the Act.
- 3) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees and other expenses properly incurred by them –
  - a) in attending, and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

b) in connection with the business of the Company

c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.

- 4) 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.

## **17. PROCEEDING OF THE BOARD OF DIRECTORS**

### **a. MEETINGS OF DIRECTORS**

- (a) The conducting of Meetings of the Board of Directors is governed by Secretarial Standards issued by ICSI and approved by the Ministry of Corporate Affairs.
- (b) A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.
- (c) No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.
- (d) If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

### **b. WHEN MEETING TO BE CONVENED**

- i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- ii) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

#### **c. QUORUM**

The quorum for the Board meeting shall be as provided above.

#### **d. CHAIRMAN**

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, 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 fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairperson of the meeting.

#### **e. QUESTIONS AT BOARD MEETING HOW DECIDED**

Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a simple majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

#### **f. CIRCULAR RESOLUTION**

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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 provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

#### **g. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING DEFECT IN APPOINTMENT**

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

#### **h. GENERAL POWERS OF THE COMPANY VESTED IN BOARD**

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate

any prior act of the Board which would have been valid if such regulation had not been made. The Board shall also undertake the corporate social responsibility activities under the provisions of the Act.

The Board may at any time and from time to time by authority letter, board resolution, power of attorney or otherwise appoint any person or persons to be the authorized persons, delegates or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such periods and subject to such conditions as the Board may from time to time think fit, and may contain powers enabling such authorized persons, delegates or attorneys as aforesaid to sub-delegate/authorise all or any of the powers, authorities and discretions for the time being vested in them.

**i. BORROWING POWERS**

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may think fit.

**j. ISSUE OF DEBENTURES**

The Board has power to issue debentures of various kinds from time to time.

The Board may, from time to time, at its discretion raise for the purpose of the Company's business such of money as they think fit. The Board may raise any such sums as aforesaid by the issue, at such price as it may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board may think expedient.

**k. DELEGATE POWERS**

Subject to the provisions of the Act including Section 179, as applicable, the Board may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than its power to make calls or to make loans or borrow moneys; and to authorise the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

**18. BOARD MAY APPOINT COMMITTEES**

- i) The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated confirm to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.
- ii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

**a. CHAIRMAN OF COMMITTEE OF DIRECTORS**

- i) Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**b. FUNCTIONING OF THE COMMITTEE**

- 1) A Committee may meet and adjourn as it thinks fit.
- 2) Questions arising at any meeting of a Committee shall be determined by a simple majority of votes of the members present.
- 3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

**19. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act;

- i) A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- iii) The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole time director / chief financial officer / company secretary of the Company are severally authorised to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any 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.

**20. STATUTORY REGISTERS**

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Subject to aforesaid the Board shall have a power to refuse inspection to any other person, at its discretion.



## **21. FOREIGN REGISTERS**

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

## **22. DIVIDENDS AND RESERVE**

- i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

- ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

- iii. Dividends only to be paid out of profits

The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for 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.

- iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

- vi. Dividends to be Apportioned

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.

- vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

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.

- viii. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.

ix. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

x. Discharge to Company

Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

xi. Receipt of one holder sufficient

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.

xii. No interest on Dividends

No dividend shall bear interest against the Company.

xiii. Waiver of Dividends

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

### **23. Winding up**

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

### **24. Accounts**

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

The Board shall be entitled from time to time to 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. Each Director shall be entitled to

examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

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.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to past periods shall be preserved in good order in compliance with applicable laws.

## **25. Unpaid or unclaimed dividend**

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. "investors education and protection fund".

## **26. INDEMNITY AND INSURANCE**

Directors and officers right to indemnity

- (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in anyway in the discharge of his duties in such capacity except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such director, manager, company secretary and officer shall incur or sustain, by or through his own willful neglect or default.
- (b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified 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 discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the gross negligence, willful misconduct or bad faith acts or omissions of such director, managing director, manager, chief executive officer, chief financial officer, company secretary or officer.

## **27. INSURANCE**

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of

them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

## **28. CAPITALISATION**

- 1) The Company in General Meeting by Ordinary Resolution may, upon the recommendation of the Board, resolve:
  - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts, or to the credit of the Profit and Loss Account or otherwise available for distribution;

And

  - (b) that such sum be accordingly set free for distribution in the manner specified in clause no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards :-
  - (a) paying up any amount for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
- (3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.
- (4) the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- (5) Any agreement made under such authority shall be effective and binding on such members.

## **29. SECRECY CLAUSE**

Every director, manager, auditor, secretary, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required, by the Director, before and any time after entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions, operations, business and affairs of the Company and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law.

## **30. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION**

No member or other person (not being a Director) shall, without the prior written permission of the Chairperson of the Company or Managing Director be entitled to visit or inspect any property or premises of the Company or to require discovery of or any information respecting any detail of the Company's trading, operation or business, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Chairperson/Managing Director, it would be inexpedient in the interest of the Company to disclose.

## SECTION X: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following 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 or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

#### **A. Material Contracts for the Issue**

- (a) Issue Agreement dated December 11, 2023 entered between our Company and the Book Running Lead Manager.
- (b) Registrar Agreement dated December 11, 2023 entered into amongst our Company and the Registrar to the Issue.
- (c) Banker to the Issue Agreement dated June 17, 2024 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
- (d) Tripartite Agreement dated December 17, 2019 between our Company, NSDL and the Registrar to the Issue. Tripartite Agreement dated November 13, 2023 between our Company, CDSL and the Registrar to the Issue.
- (e) Market Making Agreement dated June 17, 2024 between our Company, Book Running Lead Manager and Market Maker.
- (f) Underwriting Agreement dated June 17, 2024 between our Company and the Underwriters.
- (g) Syndicate Agreement dated June 17, 2024 between our Company and the Syndicate Member.
- (h) Sub-Syndicate Agreement dated June 17, 2024 between our Company, the Underwriters and Sub-Syndicate Member.

#### **B. Material Documents**

- (a) Certified copies of the updated Memorandum of Association and Articles of Association of our Company, as amended from time to time;
- (b) Certificate of incorporation dated November 01, 2012 , issued by the RoC;
- (c) Fresh certificate of incorporation dated November 03, 2023 issued by RoC at the time of conversion from a private company into a public company;
- (d) Resolutions of our Board of Directors dated December 06, 2023, in relation to the Issue and other related matters;
- (e) Shareholders' resolution dated December 07, 2023, in relation to this Issue and other related matters;
- (f) Resolution of the Board of Directors of the Company dated January 09, 2024 taking on record and approving the Draft Red Herring Prospectus.

- (g) Resolution of the Board of Directors of the Company dated July 20, 2024 taking on record and approving this Red Herring Prospectus.
- (h) The examination report dated July 19, 2024 , of Statutory Auditors on our Restated Financial Statements, included in this Red Herring Prospectus;
- (i) Copies of the annual reports of the Company for the Fiscals 2023, 2022, 2021;
- (j) Statement of Tax Benefits dated July 19, 2024 from the Statutory Auditors included in this Red Herring Prospectus;
- (k) Consent of the Promoters, Directors, the Book Running Lead Manager, the Syndicate Members, Sub-Syndicate, Market Maker, Underwriter to the Issue, Banker to the Issue, the Legal Counsel to our Issue, the Registrar to the Issue, the Company Secretary and Compliance Officer and the Chief Financial Officer, to act in their respective capacities;
- (l) Consent of the Statutory Auditors dated July 19, 2024, of M/s Katariya & Munot, Chartered Accountants to include their name in this Red Herring Prospectus and as an “*Expert*” defined under Section 2(38) of the Companies Act, 2013, read with Section 26 of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated July 19, 2024 and the statement of special tax benefits dated July 19, 2024, included in this Red Herring Prospectus;
- (m) Due diligence certificate dated July 20, 2024 issued by Book Running Lead Manager BRLM;
- (n) In principle listing approval dated July 02, 2024 issued by NSE;

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

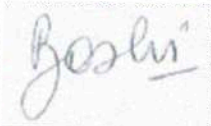
**DECLARATION**

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## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

**SIGNED BY THE CEO OF OUR COMPANY**



**Priyanka Joshi**  
*Non Executive Director*

**Date:** 20<sup>th</sup> July, 2024

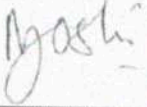
**Place:** Pune



## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

**SIGNED BY THE CEO OF OUR COMPANY**



**Manoj Joshi**  
(CEO)

**Date:** 20<sup>th</sup> July, 2024

**Place:** Pune

## **DECLARATION**

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**



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**Sarika Sharma**  
(Non-Executive Independent Director)

**Date:** 20<sup>th</sup> July 2024

**Place:** Pune

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

A handwritten signature in black ink, appearing to read 'Kaustubh Karwe', is written over a horizontal line. The signature is cursive and somewhat stylized.

**Kaustubh Karwe**  
(Non-Executive Independent Director)

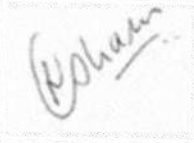
**Date:** 20<sup>th</sup> July 2024

**Place:** Pune

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

**SIGNED BY THE CEO OF OUR COMPANY**



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**Ritesh Sharma**  
*Non Executive Director*

**Date:** 20<sup>th</sup> July, 2024  
**Place:** Pune


**DECLARATION**

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

**SIGNED BY THE CS & CFO OF OUR COMPANY**



**Arnika Choudhary**  
(Company Secretary and Compliance Officer)



**Bhavin Goda**  
(CFO)

**Date: 20<sup>th</sup> July 2024**  
**Place: Pune**