



(Please scan this QR Code to view the DRHP)

Draft Red Herring Prospectus  
Dated: November 03, 2023  
Please read section 26 and 32 of the Companies Act, 2013  
100% Book Built Offer



## DOVE SOFT LIMITED

Corporate Identification Number: U74900MH2011PLC221087

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
Office No. 1101, DLH Park, Opp. MTNL, Goregoan West Mumbai-400062, Maharashtra, India	NA	Archit Tundia, Company Secretary and Compliance Officer	<a href="mailto:secretarial@dove-soft.com">secretarial@dove-soft.com</a> & 9321938063	<a href="http://www.dove-soft.com">www.dove-soft.com</a>

### NAME OF PROMOTERS OF THE COMPANY

Rahul Bhanushali, Kurjibhai Rupareljya and Sky Ocean Infrastructure Limited

### DETAILS OF OFFER TO PUBLIC

Type	Fresh Issue Size	OFS* (by no. of share or by amount in ₹)	Total Size	Eligibility & Share Reservation among NII & RII
Fresh Issue and OFS	Up to 45,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 22,60,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to ₹ [●] Lakhs	The Offer is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Offer Structure" beginning on page 218.

\*OFS: Offer for Sale

### DETAILS OF THE PROMOTER SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

Name of Promoter Selling Shareholders	Type	Number of Equity Shares Offered	Weighted average cost of acquisition per Equity Share (In ₹) <sup>(i)</sup>
Sky Ocean Infrastructure Limited	Promoter Selling Shareholder	Up to 11,30,000	4.94
Rahul Bhanushali	Promoter Selling Shareholder	Up to 11,30,000	8.07

(i) As certified by Mathia & Co., Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated October 31, 2023.

### RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Offer Price (as determined by our Company and Promoter Selling Shareholders, in consultation with the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "Basis for the Offer Price" beginning on page 83 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 28 of this Draft Red Herring Prospectus.


### ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Offer document contains all information with regard to the issuer and the Offer which is material in the context of the Offer, that the information contained in the Offer document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The promoter selling shareholders accept responsibility for and confirm the statements made by them in this offer document to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

### LISTING

The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'In-principle' approval letter dated [●] from NSE for using its name in the Draft Red Herring Prospectus for listing of our shares on the NSE EMERGE. For the purpose of this Offer, NSE shall be the Designated Stock Exchange.

### BOOK RUNNING LEAD MANAGER

DETAILS OF BOOK RUNNING LEAD MANAGER	Contact Person	Telephone and Email
 UNISTONE UNISTONE CAPITAL PRIVATE LIMITED	Mr. Brijesh Parekh	022 4604 6494; <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a>

### DETAILS OF REGISTRAR TO THE OFFER

NAME OF REGISTRAR	CONTACT PERSON	TELEPHONE & E-MAIL
PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED	Rajesh Shah/ Purva Shah/ Deepali Dhuri	022 49614132 / 022-3199 8810; <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a>

### BID/OFFER PERIOD

Anchor portion Opens/Closes on <sup>(1)</sup> : [●]	Bid/Offer Opens on <sup>(1)</sup> : [●]	Bid/Offer Closes on <sup>(2)</sup> : [●]
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<sup>(1)</sup> Our Company and Promoter Selling Shareholders, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup> Our Company and the Promoter Selling Shareholders, in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.



**DOVE SOFT LIMITED**

**Corporate Identification Number: U74900MH2011PLC221087**

Our Company was incorporated as private limited Company under the name "Dove Soft Private Limited", under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on August 19, 2011. Subsequently, our Company was converted into a public limited company pursuant to shareholders resolution passed at the general meeting of our Company held on August 17, 2022, and the name of our Company was changed to "Dove Soft Limited" and a fresh certificate of incorporation dated September 19, 2022, was issued by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74900MH2011PLC221087. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 55 and 119 respectively of this Draft Red Herring Prospectus.

Registered office: Office No. 1101, DLH Park, Opp. MTNL, Goregoan West Mumbai-400062, Maharashtra, India.  
Tel: +91 9321938063; E-mail: [secretarial@dove-soft.com](mailto:secretarial@dove-soft.com); Website: [www.dove-soft.com](http://www.dove-soft.com);  
Contact Person: Archit Tundia, Company Secretary and Compliance Officer

**PROMOTERS OF THE COMPANY: RAHUL BHANUSHALI, KURJIBHAI RUPARELIYA AND SKY OCEAN INFRASTRUCTURE LIMITED**

INITIAL PUBLIC OFFER OF UP TO 67,60,000\* EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF DOVE SOFT LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] LAKHS COMPRISING A FRESH ISSUE OF UP TO 45,00,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 22,60,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR PROMOTER SELLING SHAREHOLDERS, (THE "OFFERED SHARES") (THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER") OF WHICH [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER, LESS MARKET MAKER RESERVATION, I.E. NET OFFER [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE FULLY-DILUTED POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY AND PROMOTER SELLING SHAREHOLDERS IN CONSULTATION WITH BRLM MAY CONSIDER A FURTHER OFFER OF SPECIFIED SECURITIES, INCLUDING BY WAY OF A PRIVATE PLACEMENT, RIGHTS ISSUE, PREFERENTIAL OFFER OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S), AGGREGATING UP TO ₹ 650.00 LAKHS, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE NET OFFER CONSTITUTING AT LEAST 25% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED 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/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE.

\*Subject to Finalization of the Basis of Allotment.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /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, shall be widely disseminated by notification to the Stock Exchange, 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 the Sponsor Bank, as applicable.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 218.

**RISK IN RELATION TO THE FIRST OFFER**

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10.00. The Offer Price, Floor Price or the Price Band 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 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 Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page 28 of this Draft Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received In-Principal Approval letter dated [●] from NSE for using its name in this offer document for listing of our shares on the EMERGE platform of NSE. For the purpose of this Offer, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

**BOOK RUNNING LEAD MANAGER**

**REGISTRAR TO THE OFFER**



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

PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai – 400 011, Maharashtra, India.  
Telephone: 022 49614132 / 022 3199 8810  
Facsimile: 022 2301 2517  
Email: [newissue@purvashare.com](mailto:newissue@purvashare.com);  
Investor Grievance Email: [newissue@purvashare.com](mailto:newissue@purvashare.com)  
Contact Person: Rajesh Shah/ Purva Shah/ Deepali Dhuri  
Website: [www.purvashare.com](http://www.purvashare.com)  
SEBI Registration Number: INR000001112  
CIN: U67120MH1993PTC074079

**BID/OFFER PERIOD**

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

- Our Company and Promoter Selling Shareholders in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.
- Our Company and Promoter Selling shareholders in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

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

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

#### Conventional or General Terms

Terms	Description
“DSL”, “Dove”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “Dove Soft Limited”, (formerly known as Dove Soft Private Limited) a Company originally incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Offer.
Our Promoters	The Promoters of our Company, namely, Rahul Bhanushali and Kurjibhai Rupareliya and Sky Ocean Infrastructure Limited.
Promoter Group	Such persons, entities and companies constituting our Promoter Group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page 138 of this Draft Red Herring Prospectus.

#### Company Related Terms

Terms	Description
AOA / Articles of Association	The Articles of Association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations vide Board resolution dated December 03, 2022 which was re-constituted on December 01, 2023.
Auditor or Statutory Auditor	The statutory auditor of our Company, namely Mathia & Co., Chartered Accountants.
Bankers to our Company	ICICI Bank Limited as disclosed in the section titled “ <i>General Information</i> ” beginning on page 55 of this Draft Red Herring Prospectus.
Board of Directors / the Board / our Board	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 123 of this Draft Red Herring Prospectus.

Terms		Description
Chairman		Chairman of the Board, as described in “ <i>Our Management</i> ” on page 123.
Chief Financial Officer/ CFO		Chief Financial Officer of our Company being Gaurav Karmawat.
CIN		Corporate Identification Number of our Company U74900MH2011PLC221087
Company Secretary & Compliance Officer		The Company Secretary and Compliance Officer of our Company being Archit Tundia.
Director(s)		The director(s) on our Board.
Equity Shares/Shares		Equity Shares of the Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders		Persons/ Entities holding Equity Shares of our Company.
Equity Listing Agreement/ Listing Agreement		Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
Independent Director		A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP		Generally Accepted Accounting Principles in India
ISIN		International Securities Identification Number. In this case being: INE0NXJ01016.
Key Managerial Personnel/Key Managerial Employees		Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled “ <i>Our Management</i> ” on page 123 of this Draft Red Herring Prospectus.
MD or Managing Director		The Managing Director of our Company being Rahul Bhanushali.
MOA/ Memorandum of Association		Memorandum of Association of our Company, as amended from time to time.
Materiality Policy		The policy on identification of group companies, material creditors and material litigation, adopted by our Board at its meeting held on December 03, 2023 in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents.
Nomination and Remuneration Committee		The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide Board resolution dated December 03, 2022 which was re-constituted on December 01, 2023.
Non-Executive Director		A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians		A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
Peer Review Auditor		Independent Auditor having a valid Peer Review certificate in our case being Mathia & Co., Chartered Accountants.
Person or Persons		Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act		The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company		Office No. 1101, DLH Park, Opp. MTNL, Goregoan West, Mumbai- 400062, Maharashtra, India.
Reserve Bank of India/RBI		Reserve Bank of India constituted under the RBI Act

<b>Terms</b>	<b>Description</b>
RoC / Registrar of Companies	Registrar of Companies, Mumbai, located at Everest, 100 Marine Drive, Mumbai- 400002, Maharashtra, India.
“Restated Financial Statements” or “Restated Financial Information” or “Financial Information”	The restated Financial Statements of our Company for the period ended July 31, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ICDR Regulations/Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Foreign Venture Capital Investor) Regulations	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
Promoter Selling Shareholders	Rahul Bhanushali and Sky Ocean Infrastructure Limited.
Stakeholders	The holders of the Equity Shares from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations vide Board resolution dated December 03, 2022 which was re-constituted on December 01, 2023.
Stock Exchange	Unless the context requires otherwise, refers to, Emerge platform of National Stock Exchange of India Limited.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub- accounts which are foreign corporate or foreign individuals.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Nikhil Shah, Virendra Shah, Chirag Shah and Rahul Bhanushali.

#### **Offer Related Terms**

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.

<b>Terms</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Offer of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been offered.
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.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and promoter selling shareholders in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be offered and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and Promoter Selling Shareholders, in consultation with the BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and Promoter Selling Shareholders, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Red Herring Prospectus.
Applications Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder
ASBA Bidder	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
ASBA Location(s) /	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.



Terms	Description
Specified Cities	
Banker to the Offer/ Public Offer Bank/ Refund Banker	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being [●].
Banker to the Offer Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Offer.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in “Offer Procedure” on page 222 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidder	Any investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in [●] editions of the English national newspaper [●], [●] editions of the Hindi national newspaper [●], and [●] edition of the Marathi Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/ Offer closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in [●] edition of the English national newspaper [●], All edition of the Hindi national newspaper [●], and [●] edition of the Marathi Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer will be made.
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Offer, namely Unistone Capital Private Limited (“Unistone”).
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the



Terms	Description
	websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, <i>i.e.</i> ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered into and amongst our Company, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Cut-off Price	The Offer Price, as finalized by our Company and Promoter Selling Shareholders, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock-Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for

Terms	Description
	this activity)
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE)
DP	Depository Participant
DP ID	Depository Participant's Identity.
Draft Herring Prospectus or DRHP	Red or This draft red herring prospectus dated November 03, 2023 filed with SEBI and Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares are issued and the size of the Offer, and includes any addenda or corrigenda thereto.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares offered thereby and accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an Offer under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●].
Equity Shares	Equity Shares of our Company of face value ₹10 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
ESOP	Dove Soft Limited ESOP Scheme 2023
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, i.e., ₹ [●] subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Fresh Issue	Fresh issue of up to 45,00,000 Equity Shares aggregating up to ₹ [●] lakhs to be issued by company pursuant to the Offer.
First/ Sole	The Applicant whose name appears first in the Application Form or Revision Form.

Terms	Description
Applicant	
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
Foreign Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2020/37</i> dated <i>March 17, 2020</i> and the circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager.
Gross Proceeds	The total Offer Proceeds to be raised pursuant to the Offer.
Offer / Public Offer / Offer size/ Initial Public Offer / Initial Public Offering / IPO	The present paid-up capital of our Company is ₹ 18,06,00,850 and we are proposing Offer up to 67,60,000 equity shares of face value of ₹ 10 each (“equity shares”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“offer price”) aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 45,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“fresh issue”) and an offer for sale of up to 22,60,000 equity shares aggregating up to ₹ [●] lakhs by our promoter selling shareholders.
Offer Agreement	The Agreement dated October 31, 2023 entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and Promoter Selling Shareholders, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Offer Proceeds	Proceeds to be raised by our Company through this Offer, for further details please refer chapter titled “ <i>Objects of the Offer</i> ” page 77 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, [●]
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Market Maker
Market Maker	The reserved portion up to [●] Equity Shares of ₹ 10 each at an Offer price of ₹ [●]

<b>Terms</b>	<b>Description</b>
Reservation Portion	each aggregating to ₹ [●] lakhs to be subscribed by Market Maker in this offer.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-offer Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) up to [●] equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share (the "Offer Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Offer Proceeds received from the fresh Issue excluding Offer related expenses. For further information on the use of Net Offer Proceeds and Offer expenses, please refer to the chapter titled "Objects of the Offer" beginning on page 77 of this Draft Red Herring Prospectus.
Non-Institutional Investors / Applicant	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs)
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
NSEIL/ NSE	National Stock Exchange of India Limited
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Offer.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Pricing Date	The date on which our Company and Promoter Selling Shareholders in consultation with the BRLM, will finalize the Offer Price.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and Promoter Selling Shareholders, in consultation with the Book Running Lead Manager, and will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi 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, with the relevant financial ratios calculated at the Floor Price

<b>Terms</b>	<b>Description</b>
	and at the Cap Price and shall be made available to the Stock Exchange for the purpose of uploading on their website.
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Offer being not more than [●] % of the Offer or [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company and Promoter Selling Shareholders in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Offer, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least three working days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)/ Refund Banker(s)	The Bankers to the Offer with whom the Refund Accounts will be opened, in this case being [●].
Registered Brokers	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, issued by SEBI.
Registrar/ Registrar to the Offer/ RTA/ RTI	Purva Shareregistry (India) Private Limited having its office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai – 400 011, Maharashtra, India.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the offered reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations.
Retail Individual Investors/ RII	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portion	The portion of the offer being not less than [●]% of the offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the offer Price.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids

Terms	Description
	in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, issued by SEBI.
Revision Form	Form used by the Bidders 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). QIB Bidders and Non- Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time
SME Exchange/ SME Platform	The SME Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Specified securities	The equity shares offered through this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Offer and carry out activities as an underwriter namely, [●]
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	[●]
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters and our Company.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c



Terms	Description
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 2,00,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism.  Pursuant to Circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/P/2022/45</i> dated <i>April 5, 2022</i> 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 bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UP ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Circulars	The SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2018/138</i> dated <i>November 01, 2018</i> read with SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/50</i> dated <i>April 3, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DCR2/CIR/P/2019/133</i> dated <i>November 08, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M</i> dated <i>March 16, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2021/47</i> dated <i>March 31, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/2021/570</i> dated <i>June 2, 2021</i> , <i>SEBI/HO/CFD/DIL2/CIR/P/2022/45</i> dated <i>April 05, 2022</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/51</i> dated <i>April 20, 2022</i> and SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/2022/75</i> dated <i>May 30, 2022</i> and any subsequent circulars or notifications issued by SEBI in this regard.
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 Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.  In accordance with SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> and SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;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.
UPI Mechanism	The Application mechanism that may be used by an RII to make an Application in the offer in accordance the UPI Circulars to make an ASBA Applicant in the offer.
UPPIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
Working Day	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Offer Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Offer Closing Date and the listing of the Equity Shares on the



<b>Terms</b>	<b>Description</b>
	Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

### **Technical and Industry Related Terms & Abbreviations**

<b>Terms</b>	<b>Full Form</b>
ABDM	Ayushman Bharat Digital Mission
ADM	Application Development Management
Android	Mobile operating system
API	Application programming interface
AI	Artificial Intelligence
AWS	Amazon Web Services
AUA	Authentication User Agency
A2P	Application to Person
BI	Business intelligence
BPA	Business Process Automation
BPM	Business Process management
BPO	Business Process Outsourcing
BSNL	Bharat Sanchar Nigam Limited
BWA	Broadband Wireless Access
B2B	Business to Business
B2C	Business to Customers
CAD	Current Account Deficit
CBT	Computer Based Tools
C-DAC	Centre for Development of Advanced Computing
CDMA	Code-Division Multiple Access
CMMI	Capability Maturity Model Integration
CoWin	Covid Vaccine Intelligence Network
CTDP	Comprehensive Telecom Development Plan
CTV	Connected TV
CPaaS	Communications Platform as a Service
CPI	Consumer Price Index
CSC	Common Service Centre
DA	Data Analytics
DEWG	Digital Economy Working Group
DOOH	Digital Out of Home
DoS	Department of Space
DPI	Digital Public Infrastructure
ER&D	Engineering and R&D
EMDE	Emerging market and developing economies
ESC	Electronics & Computer Software Export Promotion Council
EV	Electric Vehicle
FPI	Foreign Portfolio Investment
GBP	British Poun
GSM	Global System of Mobile
GVA	Gross Value Added
G20	Group of 20
HTML	Hypertext Markup Language
HTTP	HyperText Transfer Protocol
ICRA	Investment Information and Credit Rating Agency of India Limited
ICT	Information & Communication Technologies
IEC	International Electrotechnical Commission

<b>Terms</b>	<b>Full Form</b>
IIP	Index of Industrial Production
IoT	Internet of Things
IOS	iPhone OS or iPhone Operating System
ISO	International Organization for Standardization
ISVs	Independent Software Vendors
IT	Information Technology
ITES	Information Technology Enabled Services
IVR	Interactive Voice Response
LED	Light Emitting Diode
LTE	Long-Term Evolution
MMP	Mission Mode Project
MNRE	Ministry of New and Renewable Energy
MoSPI	Ministry of Statistics & Programme Implementation
NaBFID	National Bank for Financing Infrastructure and Development
Nasscom	National Association of Software and Service Companies
Niti	National Institute for Transforming India
NREDCAP	New & Renewable Energy Development Corporation of Andhra Pradesh Limited
OPD	Outsourced Product Development
OPM	Operating Profit Margin
PE-VC	Private Equity and Venture Capital
PM-DevINE	Prime Minister's Development Initiative for North-East Region
PMI	Purchasing Managers' Index
PLI	Production Linked Incentive
QA	Quality Assurance
R&D	Research & Development
SAARC	South Asian Association for Regional Cooperation
SDC	State Data Centre
SEZ	Special Economic Zone
SMS	Short Messaging Service
SMTp	Simple Mail Transfer Protocol
STC	Strategic Technology Consulting
STPI	Software Technology Parks of India
T&M	Time & Material
UHI	Unified Health Interface
UPI	Unified Payment Interface
US	United States
USP	Unique Selling Proposition
WEO	World Economic Outlook
WiMAX	Worldwide Interoperability for Microwave access
9MFY	Nine Month Financial Year

#### **Conventional and General Terms or Abbreviations**

<b>Abbreviation</b>	<b>Full Form</b>
A/c	Account
Act or Companies Act	The Companies Act, 1956, as amended from time to time and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981
ACIT	Assistant Commissioner of Income Tax
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India

<b>Abbreviation</b>	<b>Full Form</b>
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. Com	Bachelor of Commerce
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary and Compliance Officer
CFO	Chief Financial Officer
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
Category I foreign portfolio investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations
Category II foreign portfolio investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations
Category III foreign portfolio investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations
Companies Act/ Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.

<b>Abbreviation</b>	<b>Full Form</b>
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Foreign Portfolio Investor or FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR	Indian National Rupee
IIP	Index of Industrial Production
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
INR / Rs./ Rupees/₹	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MNO	MNO owns and operates the infrastructure and other elements necessary for mobile communications. MNOs include telecom companies and third parties providing integrated cloud communications solutions
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology

<b>Abbreviation</b>	<b>Full Form</b>
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
NA	Not Applicable
Net-worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account.
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value .
NPV	Net Present Value.
NRIs	Non-Resident Indians.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000.
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Draft Red Herring Prospectus.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
P.A.	Per Annum
PF	Provident Fund
PG	Post-Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Quarter	A period of 3 (three) continuous months.
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934.
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.

Abbreviation		Full Form
SEBI Regulations	FVCI	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Regulations, 2015	(LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Regulations/ SEBI Regulations	ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
SEBI Regulations	SBEBSE	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Regulations	Takeover	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI Regulations	VCF	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SME		Small and Medium Enterprises
STT		Securities Transaction Tax
Sec.		Section
Sub-Account		Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SICA		Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange		Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (SME Segment).
SPV		Special Purpose Vehicle
TAN		Tax Deduction Account Number
TRS		Transaction Registration Slip
TIN		Taxpayers Identification Number
US/United States		United States of America
USD/ US\$/ \$		United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund		Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.		With effect from
Water Act, 1974		Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter		Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
-, ()		Represent outflow

Notwithstanding the following:

In the section titled “*Main Provisions of the Articles of Association*” beginning on page 260 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.

In the section titled “*Financial Information*” beginning on page 148 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

In the Chapter titled “*Statement of Possible Tax Benefits*” beginning on page 90 of the Draft Red Herring Prospectus, defined terms shall have the same meaning given to such terms in that chapter.

In the section titled “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

In the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 177 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

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

### **Certain Conventions**

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

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

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

### **Financial Data**

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular “Financial Year” or “Fiscal Year” or “Fiscal”, unless stated otherwise, are to the 12 months period commencing on April 01 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

The restated Financial Statements of our Company for the four month period ended July 31, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the “Guidance Note”), comprising the restated statement of assets and liabilities for the four month period ended July 31, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement as at the for the four month period ended July 31, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021, the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 148 and 177, respectively.

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 28, 101 and 177 and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information*” beginning on page 148 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and*



*Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 260 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company

### **Currency and Units of Presentation**

All references to:

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

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

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

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

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business, methodologies, and assumptions may vary widely among different market and industry sources. In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for the Offer Price*” on page 83 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD LOOKING STATEMENTS

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

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

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

1. We are dependent on our strategic relationship with third parties, particularly our direct relationships with mobile network operations (“MNOs”). Our inability to enter into or maintain such relationships, particularly with MNOs may adversely affect our business, financial condition and results of operations.
2. Failures, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients may adversely affect our business, financial condition and results of operations.
3. We face a risk from potential claims resulting from client’s misuse of our platform to send unauthorized text messages and calls and other services in violation of TRAI regulations.
4. We operate in a highly evolving market and any inability to respond to such changing conditions could adversely affect our business and results of operations.
5. Our revenues depend on a limited number of clients and a loss of such clients could adversely affect our financial condition and results of operations.

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

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

## SECTION II – SUMMARY OF OFFER DOCUMENT

### PRIMARY BUSINESS OF THE COMPANY

We are an integrated cloud communications solutions providers giving services via SMS, Voice, Whatsapp and Email. We provide services to various enterprises and over-the-top (OTT) players. Our range of services include Short Message Service (SMS), WhatsApp, Voice, Interactive Voice Response (IVR), Outbound Dialer (OBD) solution, E-mail and Digital Products. We cater to clients from various industries such as Telecom, Information Technology, Travel Tourism, Entertainment, Media, Advertising and Events, Retail, Real Estate, Healthcare and cosmetic, Banking, Financial Services, and Insurance, Automobile, E-commerce and Food and Beverages.

For detailed information on our business activities, please refer to section titled “*Our Business*” on page 101 of this Draft Red Herring Prospectus

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

India is currently the second-largest telecommunication market and has the second-highest number of internet users in the world. The PLI scheme in telecom and networking products aims to make India a global hub of manufacturing telecom equipment. It is estimated that full utilisation of the scheme funds is likely to lead to incremental production of about ₹ 2.4 lakh crore (US\$ 32.01 billion) with exports of approx. ₹ 2 lakh crore (US\$ 26.67 billion) over five years. Wireless broadband subscribers stood at 813.08 million in FY23. The number of internet subscribers in the country increased at a 11.73% CAGR from 391.5 million in 2016 to 865.90 million in 2022- 23. The number of internet subscribers in the country is expected to reach 900 million by 2025. India is likely to have 330 million 5G subscribers by 2026. Average wireless data usage per wireless data subscriber was 14.6 GB per month in FY21 and is expected to reach to 40 GB by 2026.

### NAME OF THE PROMOTERS

Promoters of our company are Rahul Bhanushali, Kurjibhai Rupareliya and Sky Ocean Infrastructure Limited.

For further details please see chapter titled “*Our Promoters and Promoter Group*” beginning on page 138 of this Draft Red Herring Prospectus.

### SIZE OF THE OFFER

Initial public offer of up to 67,60,000 equity shares of face value of ₹ 10 each (“equity shares”) of the company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“offer price”) aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 45,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“fresh issue”) and an offer for sale of up to 22,60,000 equity shares aggregating up to ₹ [●] lakhs by our promoter selling shareholders and such equity shares offered by the promoter selling shareholders, the “offered shares”) (such offer by each of the selling shareholder, the “offer for sale” and together with the fresh issue, the “offer”).

Sr. No.	Name of Promoter Selling Shareholders	Maximum number of Offered Shares <sup>(1)(2)</sup>	Date of Promoter Selling Shareholder’s Consent Letter	Date of Corporate Authorisation/ Board Resolution
1	Sky Ocean Infrastructure Limited	Up to 11,30,000	August 19, 2023	August 19, 2023
2	Rahul Bhanushali	Up to 11,30,000	August 19, 2023	-

(1) The Offer has been authorised by a resolution of our Board dated September 01, 2023. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated September 01, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated September 09, 2023.

- (2) *The Equity Shares being offered by the Promoter Selling Shareholders have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For further information, see “Capital Structure” beginning on page 64.*

Our Company, in consultation with the BRLM, may consider the Pre-IPO Placement aggregating up ₹ 650.00 Lakhs. If the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the net offer constituting at least 25% of the post-Offer paid-up Equity Share capital of our Company.

## OBJECTS OF THE OFFER

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

Sr. No.	Particulars	(₹ in Lakhs)
1.	Working Capital	2,800.00
2.	General Corporate Purpose	[●]
3.	Offer related Expenses	[●]

*\*To be finalized upon determination of the Offer Price. The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with the minimum net offer size requirements prescribed under rule 19(2)(b) of the SCRR.*

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

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

Aggregate Pre-Offer Shareholding of the Promoters, Promoter Group & Promoter Selling Shareholders are as follows:

Sr. No.	Name of the Promoter	Number of Equity Shares held	Percentage of the pre-offer paid-up Equity Share capital (%)
<b>Promoters</b>			
1.	Rahul Bhanushali	71,31,034	39.49
2.	Kurjibhai Rupareliya	47,94,000	26.54
3.	Sky Occean Infrastructure Limited	21,26,703	11.78
<b>Promoter Group</b>			
4.	Lalitaben Ruparelia	2,11,500	1.17
<b>Promoter Selling Shareholders</b>			
5.	Sky Occean Infrastructure Limited	21,26,703	11.78
6.	Rahul Bhanushali	71,31,034	39.49

For detailed information on the “Capital Structure”, please refer on page 64 of this Draft Red Herring Prospectus.

## FINANCIAL DETAILS

The table below sets forth a summary of the Restated Consolidated Financial Statements for the period ended July 31, 2023 and for the financial year March 31, 2023, 2022 and 2021:

(₹ in Lakhs)

Sr. No.	Particulars	For period ended July 31, 2023	For the year ended on		
			March 31, 2023	March 31, 2022	March 31, 2021
1.	Share Capital	1806.01	1806.01	7.42	3.76
2.	Net Worth	2463.98	2206.32	1013.30	358.72
3.	Revenue from operations	2923.83	7559.88	3558.04	2265.64
4.	Profit before Tax from continuing operations	330.17	646.68	332.63	84.85
5.	Profit after Tax	259.55	446.58	249.13	66.31
6.	Basic & Diluted Earnings Per Share	1.44	3.16	2.39	0.64
7.	Net Asset Value per Equity Shares	13.64	15.62	9.72	3.45
8.	Total Borrowings (as per Restated)	318.86	382.08	344.49	293.35

1) The Basic and Diluted earnings per share and Net Asset value per share is calculated taking only profit after tax from continuing operations.

2) The Basic and Diluted earnings per share and Net Asset value per share for the period ended July 31, 2023 are not annualized.

For detailed information on the “Restated Financial Information”, please refer on page 148 of this Draft Red Herring Prospectus.

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

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

#### **OUTSTANDING LITIGATIONS**

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

(₹ in Lakhs)

Outstanding Litigations	No. of outstanding matters	Amount involved
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings	1	0.52
Material civil litigation	-	-
Actions by statutory or regulatory Authorities	-	-
Direct and indirect tax proceedings	6	10.39
<b><i>Litigation involving our Promoters</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	1	Not Ascertainable
<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	3	2.56
<b><i>Litigation involving our Subsidiary</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-

<b>Outstanding Litigations</b>	<b>No. of outstanding matters</b>	<b>Amount involved</b>
Actions by statutory or regulatory authorities	-	-
Tax Proceedings	-	-
<b><i>Litigation involving our Group Companies</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Tax Proceedings	-	-

For detailed information on the “*Outstanding Litigations*”, please refer to section titled “*Outstanding Litigations and Material Developments*” on page 186 of this Draft Red Herring Prospectus.

## **RISK FACTORS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Offer Promoter including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus.

## **CONTINGENT LIABILITIES**

Except as mentioned below, there are no Contingent Liabilities of the Company for the period ended July 31, 2023 and for the financial year ended on March 31, 2023, 2022 and 2021.

<b>Particulars</b>	(₹ in Lakhs)			
	<b>July 31, 2023</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Income tax on account of disallowance/additions	8.00	8.00	8.00	8.00
Contingent Liabilities	-	-	-	-
Claims against the company not acknowledged as debt	-	-	-	-
Corporate Guarantees Given	-	-	-	-
Bank Guarantees Given	-	-	-	-
Other money for which the company is contingently liable	-	-	-	-
Commitments	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-
Other commitments (specify nature).	-	-	-	-

## **RELATED PARTY TRANSACTIONS**

The following transactions were carried out with the related parties in the ordinary course of business (except reimbursement of actual expenses):

<b>Nature of Transaction</b>	<b>Name of the related party</b>	(₹ in Lakhs)			
		<b>31st July 2023</b>	<b>31st March 2023</b>	<b>31st March 2022</b>	<b>31st March 2021</b>
Salary Paid	Rahul Bhanushali	10.00	26.00	18.75	17.50
	Chandra Prakash Maurya	07.93	18.53	16.28	-
	Riddhi Bhanushali	08.00	24.00	18.75	08.75
	Bhupendra Banushali	-	-	12.68	02.09
	Dakshaben B Bhanushali	-	-	12.68	04.17
	Pankaj Bhanushali	06.01	18.02	09.02	03.76
	Shaipa Shah	-	-	-	03.68

Nature of Transaction	Name of the related party	31st July 2023	31st March 2023	31st March 2022	31st March 2021
	Archit Tundia	02.82	-	-	-
	Mr. Udit Mohan Naidu	12.00	23.41	04.61	-
	Gaurav Karmawat	02.40	-	-	-
Service Fees Paid	Bhupendra Banushali	02.00	17.00	-	-
	Dakshaben B Bhanushali	02.00	17.00	-	-
Commission Paid	Chirag Shah	-	-	-	02.74
	Mfins services private Ltd	-	-	01.03	07.67
Conversion of loan into shares	Rahul Bhanushali	-	-	280.21	-
Issue of Shares in Kind	Rajabhau Phad	-	-	122.41	-
Rent Deposit Paid	Rahul Bhanushali	-	-	80.00	-
Rent Paid	Rahul Bhanushali	08.00	32.00	30.00	-
Re-imbursement of Expense (Received)	Mfins services private Ltd	-	-	21.59	12.99
Re-imbursement of Expense (paid)	Mfins services private Ltd	-	22.91	-	01.59
	Mos Utility Ltd	-	28.70	12.86	04.65
	Jiya corporation	0.12	-	-	-
	Dev Digital	02.04	-	-	-
	Rahul Bhanushali	10.10	04.70	-	-
	Vardhman Distributor	-	-	-	0.02
Loan Received	Rahul Bhanushali	-	-	431.62	09.90
	Sky Ocean Infrastructure Limited	-	-	-	09.00
	Pankaj Bhanushali	-	-	06.77	-
Loan Repaid	Rahul Bhanushali	-	-	542.56	06.81
	Pankaj Bhanushali	-	-	06.77	-
	Sky Ocean Infrastructure Limited	-	-	09.00	-
	Riddhi Bhanushali	04.06	-	-	-
Sales	Mfins services private Ltd	0.36	0.72	01.46	-
	Mos Utility Ltd -Sales	04.23	22.57	08.57	120.38
	E-trav tech limited - sales	05.55	-	-	-

For detailed information on the related party transactions executed by our Company, please refer “Note – 28” under chapter titled “Restated Financial Statements” beginning on page 148 of this Draft Red Herring Prospectus.

## FINANCING ARRANGEMENTS

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

## WEIGHTED AVERAGE PRICE & COST OF ACQUISITION



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

Sr. No.	Name	No. of Equity Shares acquired in the last one year from the date of this DRHP	Weighted Average Price (in ₹ per equity share)
<b>Promoters</b>			
1.	Rahul Bhanushali	71,31,034	Nil
2.	Kurjibhai Rupareliya	47,94,000	Nil
3.	Sky Ocean Infrastructure Limited	21,26,703	Nil
<b>Promoter Selling Shareholders</b>			
1.	Sky Ocean Infrastructure Limited	21,26,703	Nil
2.	Rahul Bhanushali	71,31,034	Nil

## AVERAGE COST OF ACQUISITIONS OF SHARES

The average cost of acquisition per Equity Share by our Promoters and Promoter Selling Shareholder are set forth in the table below:

Sr. No.	Name of Promoters/ Promoter Selling Shareholder	No. of Equity Shares held	Average cost of acquisition (in ₹ per equity share)
<b>Promoters</b>			
1.	Rahul Bhanushali	71,31,034	8.07
2.	Kurjibhai Rupareliya	47,94,000	9.91
3.	Sky Ocean Infrastructure Limited	21,26,703	4.94
<b>Promoter Selling Shareholder</b>			
1.	Sky Ocean Infrastructure Limited	21,26,703	4.94
2.	Rahul Bhanushali	71,31,034	8.07

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

## PRE-IPO PLACEMENT

Our Company and Promoter Selling Shareholders, in consultation with the BRLM, may consider a further Offer of Specified Securities through private placement, preferential offer or any other method as may be permitted under applicable law to any person(s), aggregating up to ₹ 650.00 Lakhs at its discretion, prior to filing of the Red Herring Prospectus with the RoC (“**Pre-IPO Placement**”). If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

## ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Our Company has not issued any equity shares for consideration other than cash during the last one year for further details please refer Chapter titled “*Capital Structure*” on page 64 of this Draft Red Herring Prospectus.

## SPLIT / CONSOLIDATION

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Draft Red Herring Prospectus except as mentioned in the Chapter titled “*Capital Structure*” on page 64 of this Draft Red Herring Prospectus.

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

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

## SECTION III- RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 28 and 177, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

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

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

### **Materiality.**

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

- Some risks may not be material individually but may be material when considered collectively.
- Some risks may have material impact qualitatively instead of quantitatively.
- Some risks may not be material at present but may have a material impact in the future.

### **Internal Risk Factors**

1. ***We are dependent on our strategic relationship with third parties, particularly our direct relationships with mobile network operations (“MNOs”). Our inability to enter into or maintain such relationships, particularly with MNOs may adversely affect our business, financial condition and results of operations.***

Our ability to provide services to our clients relies heavily on our relationships with third parties, particularly MNOs for connectivity. The sustainability of our operations is intricately tied to the continuity and strength of these relationships. While the number of subscribers and the volume of messages have grown and continue to grow, we may not be able to maintain, identify or secure suitable relationships with MNOs and third parties. The telecommunications industry’s consolidation could also negatively influence our ability to establish direct or other relationships with MNOs. Sustaining adequate volumes may pose a challenge for developing and maintaining such relationships.

If we cannot establish or sustain these relationships with MNOs attracting new clients may become arduous. Such circumstances could significantly impact our reputation and profitability, thereby adversely affecting our business, financial condition, and results of operations. Failure to promptly address these issues could lead to our MNO clients terminating their agreements with us or temporarily suspending our services. This could profoundly affect our relationships and standing with these MNOs, potentially impairing our ability to offer services and solutions in the future and establish new direct relationships with them.

**2. *Failures, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients may adversely affect our business, financial condition and results of operations.***

Our ability to deliver services and solutions to clients relies on a range of technology systems and infrastructure. Any damage, failure, or malfunctioning of these technology systems, infrastructure, or software, or the impact of network, technology system, infrastructure, or software failures could disrupt our business operations. Our systems and infrastructure are susceptible to various risks, including power loss, telecommunication failures due to transmission cable cuts, natural disasters, computer viruses, software defects, and errors by our employees. Instances of system failures or delays have the potential to disrupt our service provision through our communications platform, leading to a loss of revenue from both existing and potential clients. This could divert our development and client service resources or even lead to a suspension of services or termination of agreements, resulting in revenue loss. It's essential to mitigate these risks and ensure the resilience and stability of our technology systems and infrastructure to maintain seamless service delivery to our clients.

Further, the availability or performance of our services and solutions could be adversely affected by a number of factors, including inability of our clients' to access the network of their MNOs, the mobile signal and connectivity of our clients' end users, the failure of our technology systems and infrastructure, security breaches or variability in clients traffic volumes. In addition to potential liability, if we experience interruptions in the availability of our services and solutions, our reputation may be adversely affected, which could result in loss of clients and in turn, could have an adverse effect on our business, financial condition and results of operations. In addition, costs incurred in correcting any material failures, defects, delays, errors or other problems involving our technology systems and infrastructure or our services and solutions may be substantial and could have an adverse effect on our business, financial condition and results of operations.

**3. *We face a risk from potential claims resulting from client's misuse of our platform to send unauthorized text messages and calls and other services in violation of TRAI regulations.***

Messages may subject us to potential risks, including liabilities or claims relating to regulatory regime in the various regions in which we operate. The laws governing the delivery of messages are continually evolving, and their interpretation is subject to ongoing development. Non-compliance with these laws or regulations, or liability incurred due to our clients' failure to comply with such laws by obtaining proper consent, could result in claims that may adversely affect our business and operational outcomes.

Additionally, we use our communications platform to provide services and solutions to clients. Any misuse, interruptions, or failures of our platform, whether due to terrorist activity or any other cause, and the resultant threat to national security or widespread miscommunication, could have an adverse impact on our business, results of operations and financial condition.

**4. *We operate in a highly evolving market and any inability to respond to such changing conditions could adversely affect our business and results of operations.***

The markets we operate in are competitive in nature and exhibit rapid changes driven by technological improvements and advancements, emerging new or alternative services and changing client preferences and demands. Market participants often need to invest significantly in research and development to stay competitive. Anticipated competition escalation is fuelled by new entrants attracted by industry opportunities and existing competitors seeking to expand their service offerings. The possibility of consolidation among

competitors also poses a potential competitive disadvantage for us. As we venture into international markets, we may have to compete with local and global providers of messaging services and telecommunications value added services. Our success depends on our ability to swiftly adapt to the evolving market dynamics by enhancing features and reliability in our existing services and solutions. Additionally, successful development, introduction, and effective marketing of new features, services, solutions, and applications are vital to meet client demands. Failing to adapt or respond adequately and in a cost-effective manner to market changes or new opportunities, technologies, standards, or client demands may impair our ability to compete and retain clients, negatively impacting our business, financial condition, and results of operations. Our industry is characterized by fragmentation and high competition among market participants. Some or all of our competitors may possess advantages such as substantial financial resources, stronger brand recognition, longer operating histories, larger marketing budgets, broader geographic presence, and extensive client relationships. These advantages enable them to respond more swiftly and effectively to new or changing opportunities, technologies, standards, or client demands. Heightened competition may lead to pricing pressure, potentially requiring us to reduce service selling prices or risk losing business. Additionally, competitors may introduce new or different services in the future that might overshadow our current offerings in popularity. If we do not achieve success in our target markets comparable to our competitors, our sales may decline, margins could be adversely affected, and we could lose market share, all of which could significantly harm our business.

**5. *Our revenues depend on a limited number of clients and a loss of such clients could adversely affect our financial condition and results of operations.***

We are dependent on a limited clients for a substantial portion of our revenues. A reduction in the services we perform for certain clients or the loss of a major clients could result in a significant reduction of our revenue. Factors that may result in a loss of a clients include our service performance, reduction in budgets due to macroeconomic factors or otherwise, shift in policies and political or economic factors or changes in their outsourcing strategies. There is significant competition for the services we provide and we are typically not an exclusive service provider to our large clients. These factors may not be predictable or under our control. Significant pricing or margin pressure exerted by our clients could also adversely affect our business, financial condition and results of operations. The quantum of work we perform for clients may vary from year to year. Thus, revenues generated from a particular client during a period may not be the same in any subsequent periods. Our clients may terminate their contracts with us, with or without cause, and with or without notice, at any time. If any one or more of our work orders or client contracts are terminated, our revenues and profitability could be materially and adversely affected.

**Below is the list of our revenue contribution from our top ten clients for the period mentioned below:**  
(₹ in Lakhs)

Period	Revenue from operations	Revenue contribution of our top 10 customers	% of Revenue from Operations
For the period ended July 31, 2023	2,596.12	2,304.38	88.76
As at March 31, 2023	5,317.42	3,813.10	71.71
As at March 31, 2022	3,271.83	1,717.40	52.49
As at March 31, 2021	2,265.64	726.30	32.06

**6. *Our revenues are highly dependent on clients primarily located in Western of India. Any decline economic health of such regions could adversely affect our business, financial condition and results of operations.***

We have derived a substantial portion of our revenue from services offered to clients based in western part of India particularly in the states of Madhya Pradesh, Daman and Diu, Goa, Gujarat, Maharashtra and Rajasthan. Our revenue of operations on standalone basis for the western part of India was accounted 58.31%, 64.16%, 59.67% and 26.76% of our revenue from operations in Fiscal 2021, 2022, 2023 and for the four months ended July 31, 2023, respectively. If the economic conditions in such regions becomes volatile or uncertain or the conditions in the financial market were to deteriorate or if there are any changes in laws applicable to our services and operations or if any restrictive conditions are imposed on us or our business, the pricing of our services may become less favorable for us. Further, our clients located in these geographies

may reduce or postpone their technology spending significantly which would adversely affect our operations and financial conditions. Any reduction in spending on cloud communication services may lower the demand for our services and negatively affect our revenues and profitability.

**7. *Competition in the market for cloud communication platform services could affect our pricing, which could reduce our share of business from clients and decrease our revenues and profitability.***

Our business model primarily operates on a dynamic pricing model allowing us to adapt prices based on prevailing market rates. The charges that we incur for utilizing network service from providers through whose networks we transmit communications can fluctuate and are influenced by factors which are beyond our control. If we encounter difficulty in predicting the optimal route or adjusting prices accordingly, we may be unable to pass cost increases to our clients, potentially negatively impacting our business, operational results, and financial standing.

Further, as competitors introduce new products or services or reduce their prices, it may pose challenges in attracting new clients or retaining existing ones based on our historical pricing. Also, at the time of expanding into new geographic regions, determining appropriate competitive pricing is essential for effective competition.

**8. *Deficiencies in or termination of services by third-party service providers such as server capacity providers, failure to provide, delays or outages, may adversely affect our business, financial condition and results of operations.***

We partner with messaging infrastructure provider to support our cloud communication platform services. Our business depends on the capacity, reliability and security of infrastructure owned and managed by such third-party service providers. We do not have control over the operation, quality or maintenance of such infrastructure or whether such third party service providers will upgrade or improve their infrastructure, software, equipment and services. In such cases, it could require us or our clients to invest time and resources in updating or improving software, APIs, equipment or services, and may result in interruptions or delays in the provision of our services and solutions. Further, interruptions or failures of such networks, whether due to natural disaster, government policy, terrorist activity or any other reason, and the resulting reduction in transactions and communications processed by our communications platform for delivery via such networks, can have a significant impact on our revenue and could an adverse effect on our business, financial condition and results of operations. We may experience interruptions, delays and outages in service and availability from time to time due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints.

**9. *Failure to meet the quality standards for our solutions in accordance with our contracts with clients could adversely affect our business, financial condition and results of operations.***

We use software and hardware systems for providing our services and solutions to our clients. These sophisticated systems are susceptible to operational errors and performance issues. We have entered into contracts with some of our clients which contain provisions requiring us to maintain the services at or above certain minimum performance standards such as uptime commitment. In the event of failing to meet these specified standards, we may be subject to liquidated damages or penalties, and in certain cases, termination of the contracts by our clients. However, we cannot guarantee that the limitations on liability outlined in our service contracts will be enforceable or adequate to shield us from liability for damages, particularly if our clients make claims for such damages.

**10. *Delay in customer payments and receivables may adversely impact our profits and affect our cash flows***

Our business operations depend on our ability to successfully obtain payment from our clients/customers of the amounts they owe us for services provided. Our average debtor cycle was 124 days, 119 days, 129 days and 153 days in Fiscal 2021, 2022 and 2023 and for the period ended July 31, 2023, respectively. Actual losses on clients' balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions. There is no guarantee that we will be able to accurately assess the creditworthiness

of our clients. The conditions which could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. The timely collection of dues for client services also depends on our ability to fulfil our contractual commitments. If we are unable to meet our contractual obligations including the service level requirements under our contracts, we might experience delays in the collection of, or be unable to collect, our balances, and if this occurs, our results of operations and cash flows could be adversely affected. Such instances could adversely impact our results of operations and cash flows.

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

Our clients may require support from our teams to effectively utilize our services, swiftly resolve post-deployment issues, and provide ongoing assistance. Insufficient allocation of resources or ineffectiveness in aiding our clients may have adverse effects, including the potential loss of existing clients and discouragement of prospective clients from adopting our services. We may face challenges in responding promptly to sudden increases in demand for client support. We also may be unable to modify the nature, scope and delivery of our client support to compete with changes in the support services provided by our competitors. Increased demand for client support, without corresponding revenue, could escalate costs and adversely affect our business, results of operations and financial condition. Our sales are influenced by our business reputation and on recommendations from our satisfied clients. Any failure to maintain high-quality client support, or a market perception that we do not maintain high-quality client support, could adversely affect our reputation, business, results of operations and financial condition.

***12. Our Registered office is located on premises taken on leave and license basis and our other branch offices are located on co-working spaces and there can be no assurance that the Leave and License agreement will be renewed upon termination or that we will be able to obtain other premises on leave and license on same or similar commercial terms.***

Our Registered office located is located on premises taken on a leave and license basis for a period of 60 months with effect from January 01, 2023. Our company's branch offices are situated within co-working spaces.

While we renew the leave and license agreement periodically in the ordinary course of business, in the event that the existing leave and license is terminated or it is not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, sizes or locations, our business, financial condition, cash flows and results of operations may be adversely affected. In addition, any regulatory non-compliance by the landlords or adverse development relating to the landlords' title or ownership rights to such properties, including as a result of any non-compliance by the landlords, may entail significant disruptions to our operations, especially if we are forced to vacate leased spaces following any such developments, and expose us to reputational risks.

***13. If the market for enterprise cloud communication platform services does not develop according to our expectations or declines, our business, results of operations and financial condition may be adversely affected.***

The market for enterprise cloud communication services and solutions is in a dynamic state of development, characterised by ongoing advancements and innovation, while it may not have reached the same level of maturity as traditional communication solutions. There is a possibility that these services may not attain or sustain necessary levels of demand and market acceptance. Our success is significantly dependent on enterprises' inclination to engage in communication with clients, employees, and connected devices via cloud communications, as opposed to relying on legacy communication solutions. Additionally, our success relies on the continuous realization and advancement of new cases by enterprise clients. If enterprises do not perceive or realize the benefits of enterprise cloud communications services and solutions, the market for these services may not continue to develop, may decline or may not develop in the way we expect, which could have an adverse effect on our business, financial condition and results of operations.

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

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

(₹ in Lakhs)

<b>Outstanding Litigations</b>	<b>No. of outstanding matters</b>	<b>Amount involved</b>
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings	1	0.52
Material civil litigation	-	-
Actions by statutory or regulatory Authorities	-	-
Direct and indirect tax proceedings	6	10.39
<b><i>Litigation involving our Promoters</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	1	Not Ascertainable
<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	3	2.56
<b><i>Litigation involving our Subsidiary</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Tax Proceedings	-	-
<b><i>Litigation involving our Group Companies</i></b>		
Criminal proceedings	-	-
Material civil litigation	-	-
Actions by statutory or regulatory authorities	-	-
Tax Proceedings	-	-

For further details on the outstanding litigation proceedings, please see “*Outstanding Litigation and Material Developments*” on page 186 of the Draft Red Herring Prospectus.

**15. We require working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects**

Our company’s net working capital consisted of ₹ 344.25 lakhs, ₹ 617.93 lakhs, ₹ 821.34 lakhs and ₹ 991.41 lakhs for the financial year ended 2021, 2022, 2023, and for the period ended July 31, 2023, respectively. The net working capital requirement for the financial year 2024 and 2025 are projected to be ₹ 1,420.10 lakhs and ₹ 2,097.34 Lakhs, respectively. A significant portion of our working capital is utilized towards inventories, trade receivables and trade payables. Summary of our working capital position is given below:

(₹ in Lakhs)

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>	<b>For the period ending July 31, 2023</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b><i>Current Assets</i></b>						
Trade Receivables	3,789.66	2,915.12	3,253.49	1,880.72	1,066.29	768.28

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>	<b>For the period ending July 31, 2023</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Cash and Cash Equivalents	18.93	15.77	13.15	13.31	15.74	4.73
Short Term Loans and Advances	99.75	83.13	69.27	64.37	16.62	70.40
Other Current Assets	275.14	220.11	176.12	269.80	301.72	126.32
<b>Total current assets (A)</b>	<b>4,183.48</b>	<b>3,234.14</b>	<b>3,512.03</b>	<b>2,228.21</b>	<b>1,400.36</b>	<b>969.72</b>
<b>Current Liabilities</b>						
Trade payables	1,607.04	1,397.43	2,173.45	1,164.52	634.94	517.30
Other current liabilities	170.63	148.37	123.64	86.75	68.64	62.24
Short term provisions	308.47	268.24	223.53	155.60	78.85	45.93
<b>Total current liabilities (B)</b>	<b>2,086.14</b>	<b>1,814.03</b>	<b>2,520.62</b>	<b>1,406.87</b>	<b>782.43</b>	<b>625.47</b>
<b>Net working capital (A-B)</b>	<b>2,097.34</b>	<b>1,420.10</b>	<b>991.41</b>	<b>821.34</b>	<b>617.93</b>	<b>344.25</b>

We operate in a working capital-intensive industry therefore our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled “*Objects of the Issue*” beginning on page 77 of this Draft Red Herring Prospectus.

**16. Consolidation amongst, or change of ownership of, our MNO clients may result in the loss of MNO clients or reduce our potential client base, which would negatively impact our financial performance.**

Consolidation among MNOs has the potential to diminish our client base, hinder our ability to grow our clientele or may result in the loss of our current MNO client. Additionally, as reduced number of MNO clients gain control of the subscriber market, it’s probable that the pricing pressure will intensify. Consequently, if there is a change of ownership of our MNO client could also result in the loss of our current client if the new owners opt for another messaging service provider for messaging solutions. All of these factors could have an adverse effect on our business, financial condition and results of operations.

**17. Any disruption in the supply of power, IT infrastructure and telecommunications connections to our offices could disrupt our cloud communication platform services and subject us to additional costs.**

Any interruption in essential infrastructure, including the power supply, has the potential to adversely impact our ability to deliver timely or adequate services to our clients. We are dependent on telecom connectivity and other infrastructure providers to maintain communications between our various offices. Telecom networks are subject to failures and periods of service disruption which can adversely affect our ability to maintain active communications among our offices and with our clients. Such disruptions may cause harm to our clients’ businesses as well. In the event of a disruption in the supply of power, IT infrastructure, or telecom connectivity, we may not have sufficient coverage for claims or damages. This vulnerability could disrupt our cloud communication platform services, resulting in additional costs and a detrimental impact on our business, financial condition, and results of operations.

**18. If we are unable to implement our marketing strategy in a cost-effective timely manner or at all, then our business, results of operations and financial condition would be adversely affected.**

To expand our business, attracting new clients in a cost-effective manner is essential. We use a diverse range of marketing channels to promote our services and platform, including digital marketing, events and exhibition participation. However, if the costs associated with these marketing channels escalate significantly, then we may need to explore alternative more cost efficient channels, even if they may not yield



the same effectiveness as our current ones. As we add to or change our marketing strategies, there's a possibility of venturing into pricier channels than our existing ones, potentially impacting our business, operational results, and financial standing adversely. We will incur marketing expenses prior to realizing any revenue generated from these initiatives, and there's no guarantee that these expenses will translate into increased revenue or heightened brand awareness. Maintaining effective marketing programs is crucial, and any inability to do so may adversely affect our capacity to attract new clients. This scenario could lead to a substantial increase in advertising and marketing costs, negatively impacting our operational results.

**19. *Our Promoter has provided personal guarantee for loans availed by us. In the event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter's ability to manage the affairs of our Company and our Company's profitability and consequently this may impact our business, prospects, financial condition and results of operations.***

Our Company has availed loans in business. Our Promoter has provided personal guarantee in relation to overdraft facility of ₹ 292.32 lakhs availed by our Company, for details please see "*Financial Indebtedness*" on page 185. In the event of default in repayment of the loans by the Company, the personal guarantee extended by our Promoter may be invoked by our lenders thereby adversely affecting our Promoter's ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations.

**20. *We have delayed in filings and payments of certain statutory dues and have also paid interest and fees towards such delayed payments in the past.***

Our Company has delayed at various instances in filing and making payments of statutory dues for Employees Provident Fund (EPF), Professional Tax (PT) and Goods and Service Tax (GST). The delay in payment of statutory dues by our Company in the past were not material in nature and the same were regularised subsequently. The delays were majorly due to COVID-19 pandemic in the year 2020 but such delay was duly made up for by the Company subsequently and since then the Company has been regular in making payments of statutory dues. For the last three Fiscals, our Company has generally been regular in depositing undisputed statutory dues such as Employees Provident Fund (EPF), Professional Tax (PT) and Goods and Service Tax (GST) and other statutory dues applicable to the Company. For the period ended July 31, 2023 and as at on March 31, 2023, March 31, 2022 and March 31, 2021, there were no outstanding amounts of such undisputed statutory dues for a period exceeding six months from the date they became due for payment.

There can be no assurance that delays or default with respect to payment of statutory dues will not occur in the future or that our audit reports for any future financial years will not contain any qualifications, matters of emphasis or other observations on account of such delay/default which in turn may affect our reputation and financial results.

**21. *We are dependent on our Promoter, Directors and senior management, including other employees with technical expertise. Any loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial conditions***

We are dependent on our Promoter, Directors and Senior Management as well as persons with technical expertise for strategic business decisions and managing our business. We are led by our Promoter and Directors, who are involved in strategic planning, operations, design and production development. Their experience and leadership have played a key factor in our growth and development. Our operational success relies significantly on the expertise and continuous dedication of our senior management team, many of whom have been valuable assets to our company for an extended duration. As we pursue our growth strategy, substantial demands will be placed on our management and overall resources because it requires us to continue to improve operational, financial and other internal controls. We are dependent on executives and key personnel, including competent sales force as well as technology professionals with a detailed knowledge of our business and industry. Any loss or interruption of services or our inability to retain essential management and resources essential for sustaining our senior management and expanding our business, may adversely affect our financial condition, results of operations, and prospects.

To sustain our competitive position and effectively execute our business strategy, it is imperative that we identify, attract, train, and retain individuals with skills enabling us to keep up with evolving industry standards and increasing demands. Our future success hinges on the ability to secure the continued services and performance of our senior management team and other key team members across our business units.

**22. Our Company’s logo is registered as on date of this Draft Red Herring Prospectus. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.**

As on date of this Draft Red Herring Prospectus, the Company duly renewed its trademarks by filing appropriate renewal applications within time before the appropriate authority under the Trademarks Act, 1999. The details of application for renewal of trademark registration made by our Company have been specifically provided in this Draft Red Herring Prospectus. For further details, please see “Government and Other Key Approvals” beginning on page 192 of this Draft Red Herring Prospectus. Our trademarks are significant to our business and operations. The use of our trademarks by third parties could adversely affect our reputation which could, in turn, adversely affect our business and results of operations. Obtaining, protecting and defending intellectual property rights can be time consuming and expensive and may require us to incur substantial costs, including the diversion of the time and resources of management and technical personnel.

With respect to any trademarks that might be applied for in the present or in future and/or are pending for renewal of registration, we cannot assure you that we will be successful in obtaining the same within a reasonable period of time due to unforeseen reasons. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this renewal of registration is granted. We cannot guarantee that any of our registered or unregistered intellectual property rights or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be opposed or otherwise challenged.

**23. Our contingent liabilities as stated in our Restated Consolidated Financial Statements could affect our financial condition.**

The following table sets forth the details of the contingent liabilities of our Company.

Particulars	(₹ in Lakhs)			
	For the period ended July 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Income tax on account of disallowance/additions	8.00	8.00	8.00	8.00

Our Contingent liabilities may become actual liabilities which could have an adverse effect on our business, financial condition, results of operations, and cash flows. Further there can be no assurance that we will incur similar or increased levels of contingent liabilities in the current financial year or in the future. For further information on our contingent liabilities, see “Restated Financial Statements – Note 34 – Contingent Liabilities and Commitments” beginning on page 148 of this Draft Red Herring Prospectus.

**24. There have been some instances of delays in filing/ incorrect filings in the past with the Registrar of Companies (RoC). Further, our Company has not complied with certain statutory provisions under various acts. Such non-compliances/ lapses may attract penalties.**

In the past, there have been certain instances of delays in filing statutory forms such as MGT-14, DIR-12, etc. as per the reporting requirements under the Companies Act, which have been subsequently filed by payment of an additional fee as specified by RoC. Also, in the e-forms MGT-7 there has been clerical error in mentioning the director’s designation. However, Board of Directors of our Company has taken the note of the said discrepancies found in the statutory forms and our Company has refiled form MGT-7, with payment of the applicable additional fee, These clerical errors were not substantial in nature and the concerned ROC

has not issued any show-cause notice in respect to the above has been received by our Company till date and except as stated in this Draft Red Herring Prospectus, no penalty or fine has been imposed by any regulatory authority in respect to the same. The said documents can be retrieved at the registered office of our Company. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays 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 of our company.

**25. *Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.***

Our operations are subject to certain hazards such as fire, earthquakes, floods and other force majeure events, acts of terrorism and explosions, including hazards that may cause destruction of property and inventory. Our Principal types of insurance coverage include coverage that includes all normal risks associated with our business, including fire and burglary. We maintain insurance coverage for our furniture & fixtures, commercial vehicle and employees, as may be required.

Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. Our Company's insurance policies contain exclusions and limitations on coverage, as a result of which, we may not be able to successfully assert our claims for liability or loss under the said insurance policies.

Further, there are many events, other than the ones covered in the insurance policies specified above, that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. While we apply for the renewal of our insurance coverage in the normal course of our business, we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost or at all. There can also be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected. For further information on our insurance arrangements, see "*Our Business*" on page 101.

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

In ordinary course of business, we have entered into certain transactions with related parties in the past and from time to time, we enter into related party transactions in the future.

We have entered into certain transactions with related parties, including with respect to the payment of remuneration of certain of our Directors and our Key Managerial Personnel, receipt and repayment of loans obtained from our Promoters and purchase, payment of rent to our Promoters.

While our Company believes that all such related party transactions that we have entered into are legitimate business transactions conducted on arms-length basis and are in compliance with the Companies Act and other applicable laws, we cannot assure that we could not have been achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, we cannot assure that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. Further, the transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company. For details, please refer to "*Note 28- Related Party Transactions*" under section titled "*Financial Information*" on page 148 of this Draft Red Herring Prospectus.

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

We require certain statutory and regulatory permits, licenses and approvals that are essential for conducting our business operations. While we have diligently obtained what we believe to be all the required permits and licenses suitable for our operations, we cannot guarantee that there are no additional statutory or regulatory obligations we must meet. In the event of any oversight in renewing, maintaining, or acquiring the necessary permits or approvals in a timely manner, it could potentially disrupt our operations and significantly impact our business.

**28. *Our Promoters and Directors hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of compensation paid, conversion of loan to shares, rent paid, rent received, re-imburement of expense, loan received, loan repaid, sales and to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management*” and “*Our Promoters and Promoter Group*” on pages 124 and 138 respectively of this Draft Red Herring Prospectus.

**29. *Our Subsidiary may have conflicts of interest as it is engaged in similar business and may compete with us.***

Our Subsidiary, Dove Soft Technologies Private Limited, is authorized to engage in businesses similar to our own operations. For further information of our Subsidiary, see section titled “*History and Certain Corporate Matters*” on page 119. Consequently, potential conflicts of interest may arise when it comes to allocating business opportunities between us and our Subsidiary. There may also be conflicts of interest between our Subsidiary and us in pursuing new contracts for cloud communication platform services. We have not entered into any non-compete agreements with our Subsidiary. Hence, there can be no guarantee that our Subsidiary will abstain from competing with our existing business or any future business. Resolving such conflicts without adversely affecting our business is not guaranteed. Any such present or future conflicts could have a significantly impact our business and financial performance.

**30. *Certain of our Key Managerial Personnel and Promoter do not have documents evidencing certain information in relation to their past experience and/or educational qualifications.***

Certain of our Directors and Promoter do not have documents evidencing certain information in relation to their past experience. Experience of our Directors, Nupur Chauhan and Hirenkumar Shah, do not have certain documents evidencing certain of their work experiences included in their biography under the section “*Our Management – Our Key Managerial Personnel*” beginning on page 124. Accordingly, in making such disclosures, we have relied on affidavit executed by Kurjibhai Rupareliya. We cannot assure you that such disclosure is true and accurate and that it does not have any inadvertent errors or omissions

**31. *Our Subsidiary i.e. Dove Soft Technologies Private Limited has incurred losses in past***

Our Subsidiary i.e. Dove Soft Technologies Private Limited has reported losses in the preceding financial years, based on their audited financial statements available and it is important to note that there is no guarantee that our Subsidiary will not incur losses in future .

Below table set forth losses for the Financial years 2021, 2022 and 2023

(₹ in Lakhs)

Particulars	For the Financial year		
	2021	2022	2023
Profit/ (loss) for the year (₹ in lakhs)	-	-2,834.22	13,558

For further details please refer to Chapter titled “*History and certain corporate matters*” on page 119 of the Draft Red Herring Prospectus.

**32. *If we do not develop enhancements to our services and introduce new services that achieve market acceptance, our business, results of operations and financial condition could be adversely affected.***

Our capacity to attract new clients and increase revenue from existing clients is contingent on our ability to continually enhance and improve our current services, drive increased adoption and usage, and introduce innovative services. The success of any enhancements and new services is contingent to several factors, including timely completion, adequate quality testing, actual performance quality, appropriate pricing levels and overall market acceptance. Enhancements and new services that we develop may not be introduced in a timely or cost-effective manner, may contain errors or defects, may have inter-operability difficulties with our platform or other products or may not achieve the broad market acceptance necessary to generate significant revenue. Our ability to generate usage of additional services and products by our clients may also require increasingly sophisticated and more costly sales efforts and result in a longer sales cycle. If we are unable to successfully enhance our existing services to meet evolving requirements of clients, increase adoption and usage of our services products, develop new services and products, or if our efforts to increase the usage of our services are more expensive than we expect, then our business, results of operations and financial condition could be adversely affected.

**33. *We may be vulnerable to certain operational risk such as credit risk.***

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events. In the context of our business model, credit risk is a type of operational risk that arises from our exposure to potential losses due to our network partners' inability to repay the credit we have provided to them. As a business that provides credit to network partners as part of its day-to-day operations, we face the risk of not being able to recover the credit provided to our network partners. This means that if our network partners fail to pay back the credit, they owe to us, we may be unable to recover the funds, which could lead to financial losses for our business. Although we have not experienced any instances of default on credit payments from our network partners so far, the possibility of such an occurrence cannot be ruled out. If our network partners are unable to make timely payments, this could negatively impact our business, profitability, cash flow and overall results of operations.

**34. *If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.***

We benefit from certain general tax regulations and incentives that accord favourable treatment of our operations. These tax benefits include income tax deductions and other taxes. New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and affect our business, prospects, results of operations and financial condition.

**35. *Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;

- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
  - changes in India's tax, trade, fiscal or monetary policies;
  - political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
  - occurrence of natural or man-made disasters;
  - other significant regulatory or economic developments in or affecting India or its agrochemical industry
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

**36. *We have not independently verified certain data related to industry in this DRHP.***

The Industry information contained in this Draft Red Herring Prospectus includes information that is derived from third party and we have not independently verified the data. Although, we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus before making any investment decision regarding the Offer. For details, see "*Industry Overview*" on page 93.

**37. *Our customers may develop in-house solutions and migrate part or all of the services that we provide them to these in-house solutions.***

Some of our customers may opt to internally develop specific functionalities that are currently offered by our services. This may lead to a loss of revenue streams from those particular services, as these customers would then fulfil their service requirements in-house. If these customers choose to develop in-house solutions or migrate the services that we provide to them, it could have an adverse effect on our business, results of operation and financial condition.

**38. *The confidential information or data of our MNO clients may be misappropriated by our employees and as a result, cause us to breach our contractual obligations in relation to such confidential information.***

We implement confidentiality and non-disclosure agreements with our employees to restrict access to and distribution of confidential information they may come across during their employment. However, we cannot assure you that these measures will effectively prevent the disclosure of confidential information by an employee or a subcontractor or a subcontractor's employee. Additionally, we may not have appropriate internal controls and processes to ensure full compliance by our employees with their obligations under these confidentiality and non-disclosure agreements. In the event of a breach, where the confidential information is disclosed by us or is misappropriated by our employees or subcontractors, our clients may raise claims against us for failing to uphold our contractual commitments. The successful assertion of any claim may have an adverse effect on our business, financial condition and results of operations.

**39. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.***

We will be required to renew permits and approvals for our existing operations, as well as secure new permits and approvals for any planned operations, in adherence to the relevant laws governing the sector or region of our operations. There can be no assurance that relevant authorities will renew or issue any of such permits or approvals in the time-frame anticipated by us or at all. Our failure to renew, maintain or obtain the essential permits or approvals could disrupt our operations and may have a material adverse impact on our business, financial condition and results of operations. Compliance with many of the regulations applicable to our operations may involve incurring significant costs and otherwise may impose restrictions on our operations. We cannot provide assurance to you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. The inability to acquire, sustain or renew any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of the terms and conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder. For further information, see “Government and Other Approvals” on page 192.

**40. *Our Company’s management will have flexibility in utilizing the Net Proceeds from the Offer. The deployment of the Net Proceeds from the Offer is not subject to any monitoring by any independent agency.***

Our Company intends to primarily use the Net Proceeds towards working capital requirement and for general corporate purposes as described in “Objects of the Offer” on page 77 of this Draft Red Herring Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Offer size is not in excess of ₹ 100 crores. The management of our Company will have discretion to use the Net Proceeds from the Offer, and investors will be relying on the judgment of our Company’s management regarding the application of the Net Proceeds from the Offer. Our Company may have to revise its management estimates from time to time and consequently its requirements may change.

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

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

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

We propose to utilize the Net Proceeds for raising funds for working capital Requirement. For further details of the proposed objects of the Offer, please refer the chapter titled “Objects of the Offer” beginning on page 77 of this Draft Red Herring Prospectus. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling

shareholders to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

**42. *We have not paid any dividends in the past Financial Years. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

Our ability to generate returns for Shareholders is dependent on a host of factors that impact our business and financial condition. Our Company has not paid any dividend on its Equity Shares in the past Financial Years. The amount of future dividend payments, if any, will depend upon a number of factors, such as our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions, capital expenditures and cost of indebtedness.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into. Even in years in which we may have profits, we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. There can therefore be no assurance that we will be able to pay dividends in the future. For further details, see section "Dividend Policy" on page 147 of this Draft Red Herring Prospectus.

**43. *We will continue to be controlled by our Promoter and Promoter Group after the completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders.***

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold 78.98% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Offer, our Promoters and Promoter Group will continue to hold together [●]% of our post-offer Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the Offer of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot guarantee you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

For further details regarding our shareholding, please refer to chapter titled "Capital Structure" beginning on page 64 of this Draft Red Herring Prospectus.

**44. *Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.***

Before the Offer, our Equity Shares were not publicly traded, and it's uncertain whether an active trading market will emerge or persist post-Offer. The listing and quotation process don't assure the creation of a market for our Equity Shares, and even if one does emerge, the liquidity of the market cannot be guaranteed. The Offer Price of the Equity Shares is determined by considering several financial factors of the Company



and may not accurately reflect the market price of the Equity Shares when trading commences or at any subsequent time.

The Indian stock markets have experienced notable volatility in recent times, and as a consequence, the trading price of our Equity Shares post this Offer may undergo substantial fluctuations. These fluctuations could stem from market volatility or various internal and external risks, as outlined in this Draft Red Herring Prospectus and others not expressly mentioned. If the market price of our Equity Shares declines, there is a possibility of you incurring a partial or total loss of your investment.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution.

If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

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

The Offer Price of our Equity Shares has been determined on the basis of the Book Building Offer. This price is based on numerous factors. For further information, see "*Basis for Offer Price*" beginning on page 83 of this Draft Red Herring Prospectus and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer 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.

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

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others.

Although these provisions have been formulated to ensure that interests of investors/ shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

- 48. *Our Company will not receive any proceeds from the Offer for Sale portion, and the Promoter Selling Shareholders shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale. Our Promoters are therefore interested in the Offer in connection with the Equity Shares offered by them in the Offer for Sale.***

The Offer includes an offer for sale of such number of Equity Shares aggregating to up to 22,60,000 by the Promoter Selling Shareholders. The Promoters are, therefore, interested in the Offer Proceeds to the extent of the Equity Shares offered by corporate promoter in the Offer for Sale. The entire proceeds (net of offer expenses) from the Offer for Sale will be paid to the Promoter Selling Shareholders and our Company will not receive any such proceeds. Further, except for listing fees of the Offer, which will be borne by our Company, all cost, fees and expenses (including all applicable taxes) in respect of the Offer will be shared amongst our Company and the Promoter Selling Shareholders on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholders in the Offer for Sale, upon successful completion of the Offer. See “*Capital Structure*” and “*Objects of the Offer*” on pages 64 and 77, respectively of this Draft Red Herring Prospectus.

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

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

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

## **EXTERNAL RISK FACTORS**

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets.

In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the equity shares.

**51. *Political instability and significant changes in Government policy could adversely affect economic conditions in India generally and our business in particular.***

Changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments in and affecting India may have an adverse effect on our results of operations.

India has a mixed economy with a large public sector and an extensively regulated private sector. The role of the Government and that of the state governments in the Indian economy and their effect on producers, consumers, service providers and regulators has remained significant over the years. Both state and central governments have, in the past, among other things, imposed controls on the prices of a broad range of goods and services, restricted the ability of businesses to expand existing capacity and reduce the number of their employees and determined the allocation to businesses of raw materials and foreign exchange. Since 1991, successive Governments have pursued policies of economic liberalization, including significantly relaxing restrictions in the private sector. Nevertheless, the role of the Government and state governments in the Indian economy as producers, consumers and regulators has remained significant. There can be no assurance that the Government's past liberalization policies or political stability will continue in the future. Elimination or substantial change of such policies or the introduction of policies that negatively affect the security service industry could have an adverse effect on our business. Any significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and our business in particular.

**52. *Financial instability in other countries, particularly countries with emerging markets, could disrupt Indian markets and our business and cause the trading price of the Equity Shares to decrease.***

The Indian financial markets and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and in the Indian economy. Any worldwide financial instability could also have a negative effect on the Indian economy. Accordingly, any significant financial disruption could have an adverse effect on our business, financial condition, and results of operations.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Our business is subject to a significant number of state tax regimes and changes in legislations governing them,

implementing them or the regulator enforcing them in any one of those jurisdictions could adversely affect our results of operations. The applicable categories of taxes and tax rates also vary significantly from state to state, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditures incurred. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government or State Governments that affect our industry include GST, income tax and other taxes, duties or surcharges introduced from time to time and any adverse changes in any of the taxes levied by the Government or State Governments could adversely affect our competitive position and profitability. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

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

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

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

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

**55. *Any downgrading of India's debt rating by an international rating agency could adversely affect our business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

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

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

- half yearly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;

- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties/ governmental entities of significant claims/ proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- changes in the price of oil or gas;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India, upto an amount of ₹ 1 lakh, if Securities Transaction Tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. 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. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions specified by the RBI, then the prior approval of RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further details, please refer to section titled “Restrictions on Foreign Ownership of Indian Securities” beginning on page 257 of this Draft Red Herring Prospectus.

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

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

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

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

***61. Our MNO clients are subject to extensive government regulation of the telecommunications industry in India.***

We are largely dependent on our MNO clients to provide us connectivity for providing our services and solutions to our enterprise clients. We may be subject to extensive regulations by the TRAI, MIB, DoT and other government bodies which may have an adverse effect on our MNO clients may in turn adversely harm our business. The telecommunications industry in which our MNO clients operate is subject to extensive government regulation. The Government of India along with the TRAI regulate many aspects of the telecommunications industry in India. Increased regulation or changes in existing regulation may require us to change our business policies and practices and may increase the costs of providing services to clients, which could have a material adverse effect on our financial condition and results of operations. The extensive regulatory structure under which our MNO clients operate could constrain their flexibility to respond to market conditions, competition or change in their cost structure, and thereby adversely affect them. In addition, they are required to obtain a wide variety of approvals from various regulatory bodies. There can be no assurance that these approvals will be forthcoming on a timely basis or at all, which could have an adverse effect on their business, results of operations, financial condition and prospects. The Government of India may replace or revise regulations or policies, including the introduction of end-user pricing rules. Any such changes, and related uncertainties with respect to their implementation, could have an adverse effect on our business, results of operations, financial condition and prospects of our MNOs clients which may in turn adversely affect us. Our MNO clients may also need to incur capital expenditures to comply with and benefit from anticipated changes in regulation that are then postponed, not implemented or not implemented on terms favourable to them. In addition, their inability to complete certain actions required by the regulators on time or at all may adversely affect their operations and financial condition. The licences under which our MNO clients operate their businesses typically reserve broad discretion to the Government of India to influence the conduct of their businesses by giving it the right to modify, at any time, the terms and conditions of the licences and to terminate or suspend the licences in the interests of national security or in the event of a national emergency, war or similar situations. In addition, the Government of India may also impose certain penalties including suspension, revocation or termination of a licence in the event of default by our MNO clients in complying with the terms and conditions of the licence. Our MNO clients' licences may also be for a fixed term and there can be no assurance that any of these licences will be renewed at all or renewed on the same or better terms. Any of the foregoing may have an adverse effect on business, results of operations, financial condition and prospects of our MNO clients which may in turn have an adverse effect on us.

***62. We may be adversely affected by changes in technology.***

The telecommunications industry is subject to rapid and significant changes in technology. The technologies we currently employ may become obsolete or subject to competition from new technologies in the future, and the technology in which we invest in the future may not perform as we expect or may be superseded by competing technologies before our investment costs have been recouped. In addition, the cost of implementing new technologies, upgrading our networks or expanding network capacity to effectively respond to technological changes and the introduction of third-generation mobile communications technologies may be substantial. Our ability to meet such costs will, in turn, depend upon our ability to obtain additional financing on commercially acceptable terms. Moreover, there can be no assurances that technologies will develop according to anticipated schedules, or that they will perform according to

expectations or be commercially accepted. As a result, our business, results of operations, financial condition and prospects could be negatively impacted.

**63. *Unfavourable conditions in our industry or the global economy or reductions in spending on information technology and communications could adversely affect our business, results of operations and financial condition.***

Our results of operations may vary based on the impact of changes in our industry or the global economy on our clients. Our results of operations depend in part on demand for information technology and cloud communications. In addition, our revenue is dependent on the usage of our services, which in turn is influenced by the scale of business that our clients are conducting. To the extent that weak economic conditions result in a reduced volume of business for, and communications by, our clients and prospective clients, demand for, and use of, our products may decline. Further, weak economic conditions may make it more difficult to collect on outstanding accounts receivable. Small and medium-sized business may be affected by economic downturns to a greater extent than enterprises, and typically have more limited financial resources, including capital-borrowing capacity, than enterprises. If our clients reduce their use of our services, or prospective clients delay adoption or elect not to adopt our services, as a result of a weak economy, this could adversely affect our business, results of operations and financial condition.

**64. *There have been allegations in recent years that there may be health risks associated with the use of portable mobile communication devices which could adversely affect our business.***

Portable communication devices may pose health risks due to radio frequency emissions from such devices. Several mobile communications equipment manufacturers have undertaken studies concerning the health risks associated with using mobile communications devices and have publicly announced that there is no evidence of any health hazards or risks. However, the actual or perceived risk of mobile communications devices in India could adversely affect us through a reduced subscriber growth rate or a reduction in subscribers or reduced network usage per subscriber or through a claim for compensation.

**65. *Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. A majority of our Company's Directors and officers are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

## SECTION IV: INTRODUCTION

### THE OFFER

<b>PRESENT OFFER IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
Offer <sup>*(1)</sup>	Up to 67,60,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>Of which</i></b>	
Fresh Issue	Up to 45,00,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Offer for Sale <sup>(2)</sup>	Up to 22,60,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>The Offer consist of:</i></b>	
Market Maker Reservation Portion	Up to [●] Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Net Offer to the Public	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>Of which</i></b>	
A. QIB portion <sup>(3)(4)</sup>	Not more than [●] Equity Shares
<b><i>of which</i></b>	
(a) Anchor Investor Portion	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b><i>of which</i></b>	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non – institutional portion</b>	<b>Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs</b>
<b>C. Retail portion</b>	<b>Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs</b>
<b><i>Pre and Post Offer Share Capital of our Company</i></b>	
Equity Shares outstanding prior to the Offer	1,80,60,085 Equity Shares having face value of ₹10 per Equity Share
Equity Shares outstanding after the Offer	Up to [●] Equity Shares having face value of ₹10 per Equity Share
Objects of the Offer	Please refer Section titled “ <i>Objects of the Offer</i> ” on page 77 of this Draft Red Herring Prospectus.

\* Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 650.00 Lakhs, prior to filing of the Draft Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR, as amended.

- (1) Public offer of up to 67,60,000 Equity Shares face value of ₹ 10 each for cash at a price of ₹ [●] including premium of ₹ [●] per Equity Share of our Company aggregating to ₹ [●]. This offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section “Offer Structure” beginning on page 218 of this Draft Red Herring Prospectus. The Offer has been authorised by a resolution of our Board dated September 01, 2023. Our Shareholders have



authorised the Offer pursuant to a special resolution dated September 09, 2023.

- (2) *Our Company and Promoter Selling Shareholders, 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. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. 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 Net 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 Net QIB Portions 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 Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” on page 222.*
- (3) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company and Promoter Selling Shareholders in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.*

For further details regarding the Offer Structure and Procedure, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 218 and 222 respectively of this Draft Red Herring Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

### Consolidated Restated Balance Sheet

(₹ in Lakhs)

Particulars	Note No.	As at July 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>I. EQUITY AND LIABILITIES</b>					
<b><u>(1) Shareholder's Funds</u></b>					
(a) Share Capital	2	1806.01	1806.01	7.42	3.76
(b) Reserves and Surplus	3	657.97	400.31	1005.88	354.96
<b><u>(2) Non-Current Liabilities</u></b>					
(a) Long-Term Borrowings	4	20.06	22.29	32.03	88.59
(b) Long Term Provision	7	41.83	35.12	29.68	33.85
(C) Minority Interest	6	12.72	10.82	-2.73	-
<b><u>(3) Current Liabilities</u></b>					
(a) Short-Term Borrowings	8	298.80	359.79	312.45	204.76
(b) Trade Payables	9				
(i) Due to Micro Enterprises & small enterprises		2235.17	1500.98	294.81	287.36
(ii) Due to others		153.93	348.88	600.57	229.95
(c) Other Current Liabilities	10	171.33	94.73	76.05	62.24
(d) Short-Term Provisions	11	266.01	191.68	78.85	45.93
<b>TOTAL</b>		<b>5663.83</b>	<b>4770.62</b>	<b>2435.02</b>	<b>1311.40</b>
<b>II. ASSETS</b>					
<b><u>(1) Non-Current Assets</u></b>					
(a) Property, Plant and Equipment and Intangible assets					
(i) Property, Plant and Equipment	12	138.78	153.80	103.59	50.65
(ii) Intangible assets		90.90	88.98	156.30	84.58
(iii) Working in progress		879.45	847.96	50.06	114.95
(b) Non-Current Investment	13	467.64	467.64	340.09	19.07
(c) Deferred Tax Assets	5	12.92	10.63	19.22	27.59
(d) Long term loans and advances	14	-	-	23.60	23.60
(e) Other non-current assets	15	129.05	135.76	101.29	21.25
<b><u>(2) Current Assets</u></b>					
(a) Current Investment	16	0.03	99.46	188.08	0.00
(b) Trade receivables	17	3608.39	2646.30	1284.23	768.28
(c) Cash and cash equivalents	18	14.54	16.28	17.24	4.73
(d) Short Term Loans & Advances	19	69.83	64.37	16.62	70.40
(e) Other current assets	20	252.30	239.44	134.70	126.32
<b>TOTAL</b>		<b>5663.83</b>	<b>4770.62</b>	<b>2435.02</b>	<b>1311.40</b>

## Consolidated Restated Profit and Loss Statement

(₹ in Lakhs)

Particulars	Note No.	For the year ended July 31, 2023	For the year ended 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>I</b> Revenue from operations	21	2923.83	7559.88	3558.04	2265.64
<b>II</b> Other Income	22	5.72	30.49	232.48	16.53
<b>III</b> <b>Total Income (I + II)</b>		<b>2929.55</b>	<b>7590.37</b>	<b>3790.53</b>	<b>2282.17</b>
<b>IV</b> <b><u>Expenses:</u></b>					
Operating Expense	23	2299.76	6004.58	2897.40	1736.82
Employee Benefit Expense	24	146.46	367.17	242.78	164.58
Finance Costs	25	14.51	57.40	57.93	62.67
Depreciation & Amortization	26	25.42	110.63	62.05	115.78
Other Expenses	27	113.23	403.92	197.74	117.46
<b>Total Expenses</b>		<b>2599.38</b>	<b>6943.69</b>	<b>3457.90</b>	<b>2197.31</b>
<b>V</b> <b>Profit before tax (III - IV)</b>		<b>330.17</b>	<b>646.68</b>	<b>332.63</b>	<b>84.85</b>
<b>VI</b> <b><u>Tax expense:</u></b>					
(1) Current tax	28	72.90	186.59	75.13	41.83
(2) Short / ( Excess) provision for taxation of Earlier years			4.92		
(2) Deferred tax	5	-2.28	8.59	8.37	-23.28
<b>VIII</b> <b>Profit/(Loss) for the period (V-VI-VII)</b>		<b>259.55</b>	<b>446.58</b>	<b>249.13</b>	<b>66.31</b>
<b>IX</b> <b>Earning per equity share:</b>	29				
(1) Basic (EPS for 4 month period July 31, 2023 is not annualised)		1.44	3.16	2.39	0.64
(2) Diluted (EPS for 4 month period July 31, 2023 is not annualised)		1.44	3.16	2.39	0.64

## Consolidated Restated Cash Flow Statement

(₹ in Lakhs)

Particulars	For the period Ended 31st July 2023	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax	330.17	646.68	332.63	84.85
<b>Adjustments for :</b>				
Depreciation	25.42	110.63	62.05	115.78
Finance Cost	14.51	57.40	57.93	62.67
Effect of Opening gratuity provision and excess provision for tax	-	-4.92	-	-34.57
Interest and other income From Current investments				
Interest Received	-0.48	-.33	-.50	-6.60
Profit/Loss On Sale of Shares	-5.24	-30.16	-231.98	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>364.38</b>	<b>779.30</b>	<b>220.12</b>	<b>222.13</b>
Increase/(Decrease) in Short-term Borrowings				
Increase/(Decrease) in Payables	539.25	954.47	378.08	-244.64
Increase/(Decrease) in Other Current Liabilities	76.60	18.68	13.81	50.19
Increase/(Decrease) in Short-term provisions	74.33	112.83	32.92	12.93
Increase/(Decrease) in Long-term provisions	6.70	5.44	-4.17	33.85
(Increase)/Decrease in Inventories	-	-	-	-
(Increase)/Decrease in Other Current Assets	-12.86	-104.73	-8.39	-17.09
(Increase)/Decrease in Receivables	-962.10	-1362.07	-515.95	237.01
(Increase)/Decrease in Short-term loans	-5.46	-47.75	53.78	-70.40
	-283.54	-423.13	-49.92	1.84
<b>CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>80.84</b>	<b>356.18</b>	<b>170.20</b>	<b>223.97</b>
Direct Taxes Paid	-72.90	-186.59	-75.13	-41.83
<b>NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>7.94</b>	<b>169.59</b>	<b>95.07</b>	<b>182.14</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of tangible / intangible assets	-43.81	-891.43	-121.82	-119.93
Interest and other income From Current investments	-	-	-	-
Purchase of investments	99.43	-38.94	-510.00	-19.07
(Increase) / Decrease in long term loan and advances	-	23.60	-	38.00
Other Non-Current Assets	6.71	-34.46	-80.04	-2.18
Profit/Loss On Sale of Shares	5.24	30.16	231.98	-
Interest Received	0.48	0.33	0.50	6.60
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>68.05</b>	<b>-910.74</b>	<b>-479.38</b>	<b>-96.57</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase in Long Term Borrowings	-2.23	-9.75	-56.56	-281.15
Increase in Short Term Borrowings	-60.99	47.34	107.69	168.37
Proceeds from issue of share capital	.00	760.00	403.62	90.00
Finance Cost	-14.51	-57.40	-57.93	-62.67
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>-77.73</b>	<b>740.19</b>	<b>396.83</b>	<b>-85.45</b>
Net Increase/ (Decrease) In Cash And Cash Equivalents (A+B+C)	<b>-1.74</b>	<b>-.96</b>	<b>12.51</b>	<b>.13</b>
Cash and Cash Equivalents (Opening Balance)	<b>16.28</b>	<b>17.24</b>	<b>4.73</b>	<b>4.60</b>
Cash and Cash Equivalents (Closing Balance)	<b>14.54</b>	<b>16.28</b>	<b>17.24</b>	<b>4.73</b>

## GENERAL INFORMATION

Our Company was originally incorporated as “Dove Soft Private Limited” on August 19, 2011 as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on August 17, 2022 and the name of our Company was changed to “Dove Soft Limited” and a Fresh Certificate of Incorporation dated September 19, 2022 was issued by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74900MH2011PLC221087.

For details of changes in registered offices of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 119 of this Draft Red Herring Prospectus.

### Brief about the Company and Offer

<b>Registered Office</b>	Office No. 1101, DLH Park, Opp. MTNL, Goregoan West, Mumbai-400062, Maharashtra, India. <b>Telephone No.:</b> +91 9321938063 <b>Website:</b> <a href="http://www.dove-soft.com">www.dove-soft.com</a> <b>Email id:</b> <a href="mailto:secretarial@dove-soft.com">secretarial@dove-soft.com</a>
<b>Date of Incorporation</b>	August 19, 2011
<b>Company Registration Number</b>	221087
<b>Corporate Identification Number</b>	U74900MH2011PLC221087
<b>Company Category</b>	Company limited by shares
<b>Company Sub Category</b>	Non-govt company
<b>Address of the Registrar of Companies</b>	Everest, 100 Marine Drive, Mumbai- 400002, Maharashtra, India <b>Phone:</b> 022-22812627/ 22020295/ 22846954 <b>Fax:</b> 022-22811977 <b>Email id:</b> <a href="mailto:roc.mumbai@mca.gov.in">roc.mumbai@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Designated Stock Exchange</b>	Emerge platform of NSE Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.
<b>Offer Program</b>	Offer Opens on: [●] Offer Closes on: [●]
<b>Company Secretary and Compliance Officer</b>	Archit Tundia <b>Dove Soft Limited</b> Office No. 1101, DLH Park, Opp. MTNL, Goregoan West, Mumbai-400062, Maharashtra, India. <b>Tel No.:</b> +91 9321938063 <b>Email id:</b> <a href="mailto:secretarial@dove-soft.com">secretarial@dove-soft.com</a>
<b>Chief Financial Officer</b>	Gaurav Karmawat <b>Dove Soft Limited</b> Office No. 1101, DLH Park, Opp. MTNL, Goregoan West, Mumbai-400062, Maharashtra, India. <b>Tel No:</b> 9096480678 <b>Email Id:</b> <a href="mailto:gauravd@dove-soft.com">gauravd@dove-soft.com</a>

### Board of Directors

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

Name	Designation	DIN	Residential Address
Rahul Bhanushali	Managing Director	03561905	E/3-504, Aashirwad Building, R.S. Marg, Dhanjiwadi, Malad East, Mumbai-400097, Maharashtra, India

Name	Designation	DIN	Residential Address
Pankaj Bhanushali	Executive Director	09247684	Room No 504, Ashirwad building No- E/3, Dhanjiwadi, Mumbai, Malad East, Mumbai – 400097, Maharashtra, India
Chandra Maurya	Executive Director	09496848	605, 6th Floor, Ivy, Building No 2, Hubtown Gardenia, Mira Bhayander Road, Nr Shantivan, BHD GCC, Mumbai – 401107, Maharashtra, India
Chirag Mewada	Non- Executive Director	10287729	A-4304, Alpine Tower, Samata Nagar, Opp Thakur College, Thakur Village, Kandivali (East), Maharashtra, India
Nupur Chauhan	Non-Executive Independent Director	09799386	Navin Asha Co-op Hsg Society 2/6 B, Rambaug Lane no. 0, Near Shivsena Office, Kalyan, Thane – 421201, Maharashtra, India
Hirenkumar Shah	Non-Executive Independent Director	00092739	A-103, Willows Twin Tower, Near Ceremonial Hall, Swapna Nagari, Cross LBS Road, Mulund West Mumbai – 400080, Maharashtra, India
Muktesh Narula	Non-Executive Independent Director	06382526	J- 001, Ireo Grand Arch, Sector- 58, Badshahpur, Gurgaon-122101, Haryana, India

For further details of our directors, see “*Our Management*” on page 123 of this Draft Red Herring Prospectus.

### Investor Grievances

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

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

In terms of SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/22*, dated *February 15, 2018*, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

### Details of Key Intermediaries pertaining to this Offer and our Company

Book Running Lead Manager to the Offer	Registrar to the Offer
<b>Unistone Capital Private Limited</b> A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra. <b>CIN:</b> U65999MH2019PTC330850 <b>Tel:</b> +91 9820057533 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a> <b>Investor Grievance Email:</b> <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a>	<b>Purva Share registry (India) Private Limited</b> 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai – 400 011, Maharashtra, India. <b>CIN:</b> U67120MH1993PTC074079 <b>Tel No:</b> 022 49614132 / 022 3199 8810 <b>Fax No:</b> 022 2301 2517 <b>Email:</b> <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a>

<b>Website:</b> <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> <b>Contact Person:</b> Brijesh Parekh <b>SEBI Registration No.:</b> INM000012449	<b>Investor</b> <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a> <b>Contact Person:</b> Rajesh Shah/ Purva Shah/ Deepali Dhuri <b>Website:</b> <a href="http://www.purvashare.com">www.purvashare.com</a> <b>SEBI Registration No.:</b> INR000001112	<b>Grievance</b> 	<b>Email:</b>
<b>Legal Counsel to the Offer</b>		<b>Statutory Auditor and Peer Review Auditor</b>	
<b>Zastriya, Attorneys &amp; Legal Consultants</b> <b>Address:</b> 37/38, 3rd floor, Landmark Tower, Mithchowki, Malad (West), Mumbai-400064, Maharashtra, India. <b>Telephone:</b> 9920120018/ 9920239759 <b>Email:</b> <a href="mailto:nishant.rana@zastriya.in">nishant.rana@zastriya.in</a> and <a href="mailto:chinmayee.ghag@zastriya.in">chinmayee.ghag@zastriya.in</a> <b>Contact Person:</b> Nishant Rana and Chinmayee Rana		<b>Mathia &amp; Co.</b> <b>Address:</b> 712, Ghanshyam Enclave, Near Lalji Pada Police Station, New Link Road, Kandivali West, Mumbai- 400067 <b>Telephone:</b> 022 28600300 <b>Email:</b> <a href="mailto:bhavin.sheth@mathia.in">bhavin.sheth@mathia.in</a> <b>Contact Person:</b> Bhavin Sheth <b>Membership No.:</b> 120503 <b>Firm Registration No.:</b> 126504W	
<b>Banker to the Company</b>		<b>Public Offer Bank/ Banker to the Offer/ Refund Banker/Escrow Collection Bank</b>	
<b>ICICI Bank Limited</b> <b>Address:</b> G1, Ground Floor, Ackruti Centre Point, Kondivita, Near Telephone Exchange, MIDC, Andheri (East), Mumbai. <b>Telephone:</b> 8591968908 <b>Email:</b> <a href="mailto:david.rao@icicibank.com">david.rao@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Contact Person:</b> David Rao <b>CIN:</b> L65190GJ1994PLC021012		[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•]	
<b>Sponsor Bank</b>		<b>Syndicate Member</b>	
[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•]		[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•] <b>SEBI Certificate Registration:</b> [•] <b>CIN:</b> [•]	
<b>Share Escrow Agent</b>			
[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•] <b>SEBI Certificate Registration:</b> [•] <b>CIN:</b> [•]			

### Changes in the Auditors

Except as mentioned below, there have been no changes in the Auditors in last three financial years preceding the date of this Draft Red Herring Prospectus.

<b>Name of Auditor</b>	Mathia & Co
<b>FRN</b>	126504W
<b>Peer Review No.</b>	014903

<b>Email Id</b>	<a href="mailto:bhavin.sheth@mathia.in">bhavin.sheth@mathia.in</a>
<b>Address</b>	712, Ghanshyam Enclave, near Lalji pada police station, New link road, Kandivali (west), Mumbai-400067.
<b>Reason for Change</b>	Re-appointed due to completion of his period in AGM
<b>Date of Change</b>	December 24, 2020

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

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

### **Self certified Syndicate Banks eligible as Sponsor Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>,

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

### **Registered Brokers**

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

### **Registrar and Share Transfer Agents**

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

### **Collecting Depository Participants**

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

### **Inter-Se Allocation of Responsibilities**

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

### **Monitoring Agency**



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

### **Appraising Authority**

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

### **Credit Rating**

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

### **IPO Grading**

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

### **Trustees**

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

### **Green Shoe Option**

No green shoe option is applicable for the Offer.

### **Expert Opinion**

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

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

### **Book Building Process**

The book building, in the context of the offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company and Promoter Selling Shareholders, in consultation with BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and in [●] a Regional newspaper of Maharashtra, where our registered office is situated at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Offer Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. 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/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

Each Bidder by submitting a Bid in Offer, will be deemed to have acknowledged the above restrictions and

the terms of the Offer.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company and promoter selling shareholders have appointed the BRLM to manage this Offer and procure Bids for this Offer. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

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

For further details, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 218 and 222, respectively of this Draft Red Herring Prospectus.

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

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Offer Procedure” on page 222 of this Draft Red Herring Prospectus.

### **Filing**

The Draft Red Herring Prospectus shall be filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

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

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

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

### **Underwriting Agreement**

This Offer is [●] % underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

<b>Details of the Underwriter</b>	<b>No. of Underwritten</b>	<b>Shares</b>	<b>Amount Underwritten</b>	<b>% Of total Offer size underwritten</b>
[●]	[●]		[●]	[●]

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

**Withdrawal of the Offer**

Our Company and Promoter Selling Shareholders in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their portion of the offered Shares at any time before the Offer Opening Date without assigning any reason thereof.

If our Company withdraws the offer any time after the offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be offered in the same newspapers where the pre-offer advertisements have appeared, and the Stock Exchange will also be informed promptly.

The BRLM, through the Registrar to the offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. If our Company withdraws the offer after the Offer Closing Date and subsequently decide to proceed with an offer of the Equity Shares, our Company will file a fresh Draft Offer Document with the stock exchanges where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges with respect to the Equity Shares offered through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final ROC approval of the Prospectus.

**Market Maker**

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

**Details of the Market Making Arrangement for this Offer**

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

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for

each and every 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 Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE Limited and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time.

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

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

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

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

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

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

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

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

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

## CAPITAL STRUCTURE

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

*Amount (₹ in lakhs except share data)*

<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>			
Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price <sup>(1)</sup>
<b>I.</b>	<b>Authorised Share Capital<sup>(2)</sup></b>		
	3,50,00,000 Equity Shares of ₹ 10/- each	3,500.00	-
<b>II.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer<sup>(3)</sup></b>		
	1,80,60,085 Equity Shares of ₹ 10/- each	1,806.01	-
<b>III.</b>	<b>Present Offer in terms of Draft Red Herring Prospectus</b>		
	Up to 67,60,000 <sup>(3)(4)</sup> Equity Shares having face value of ₹ 10 each at price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].	[●]	[●]
	<i>Which consists of</i>		
	Fresh Issue up to 45,00,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] <sup>(5)</sup>	[●]	[●]
	Offer for Sale of up to 22,60,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] <sup>(6)</sup>		
<b>I</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Offer</b>		
<b>V</b>	[●] Equity Shares of ₹ 10.00 each		[●]
<b>V</b>	<b>Securities Premium Account</b>		
	Before the Offer		Nil
	After the Offer		[●]

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

(2) For details of the changes in the authorized share capital of our Company, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 119 of this Draft Red Herring Prospectus.

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

(4) The Offer has been authorized pursuant to a resolution of our Board passed at its meeting held on September 01, 2023 and by special resolution passed by our Shareholders at the Extra-Ordinary General Meeting held on September 09, 2023. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 650.00 Lakhs, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR, as amended.

(5) The Fresh Issue has been authorized pursuant to a resolution of our Board of Directors dated September 01, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on September 09, 2023.

(6) For details of authorizations received for the Offer for Sale, please refer to the chapter "The Offer" beginning on page 50 of this Draft Red Herring Prospectus. The Equity Shares being offered by Promoter Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of the Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of SEBI ICDR Regulations and are eligible for being offered for sale in the Offer.

## CLASS OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid up.

Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

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

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

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
1.	On Incorporation	20,000	2,00,000	NA	NA
2.	Increase in Authorised Share Capital from ₹ Two Lakhs to ₹ Ten Lakhs	1,00,000	10,00,000	March 31, 2020	EGM
3.	Increase in Authorised Share Capital from ₹ Ten Lakhs to ₹ Thirty- Five Crore.	3,50,00,000	35,00,00,000	June 22, 2022	EGM

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

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

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
On incorporation (August 19, 2011)	17,200	10	10	Cash	Incorporation <sup>(i)</sup>	17,200	1,72,000
May 06, 2015	2,800	10	10	Cash	Rights Issue <sup>(ii)</sup>	20,000	2,00,000
March 18, 2021	8,583	10	466	Other than Cash	Conversion of Unsecured Loan <sup>(iii)</sup>	28,583	2,85,830
March 25, 2021	9,000	10	1,000	Other than Cash	Conversion of Unsecured loan <sup>(iv)</sup>	37,583	3,75,830
January 31, 2022	25,474	10	1,100	Other than Cash	Conversion of Unsecured Loan <sup>(v)</sup>	63,057	6,30,570
January 31,	11,128	10	1,110	Other	Issue of shares	74,185	7,41,850

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
2022				than Cash	against flat <sup>(vi)</sup>		
July 2022	07, 1,03,85,900	10	NA	Other than Cash	Bonus Shares <sup>(vii)</sup>	1,04,60,085	10,46,00,850
October 2022	06, 59,03,000	10	10	Cash	Rights Issue <sup>(viii)</sup>	1,63,63,085	16,36,30,850
October 2022	06, 16,97,000	10	10	Other than Cash	Conversion of Unsecured Loan <sup>(ix)</sup>	1,80,60,085	18,06,00,850

**Notes:**

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

Sr. No.	Names of Person	Number of Shares Allotted
1.	Rahul Bhanushali	1,400
2.	Nikhil Shah	5,846
3.	Virendra Shah	4,108
4.	Chirag Shah	5,846
	<b>Total</b>	<b>17,200</b>

- ii. **Rights Issue of 2,800 Equity Shares of ₹ 10/- each at par in cash to the following Shareholder:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Rahul Bhanushali	2,800
	<b>Total</b>	<b>2,800</b>

- iii. **Conversion of Unsecured Loan into Equity aggregating to 8,583 Equity Shares of ₹ 10/- each at premium of ₹ 456 in other than cash to the following Shareholder:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Sky Ocean Infrastructure Limited	8,583
	<b>Total</b>	<b>8,583</b>

- iv. **Conversion of Unsecured Loan into Equity aggregating to 9,000 Equity Shares of ₹ 10/- each at premium of ₹ 990 in other than cash to the following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Sky Ocean Infrastructure Limited	6,500
2.	Lalitaben Rupareliya	1,000
3.	Kurjibhai Rupareliya	1,500
	<b>Total</b>	<b>9,000</b>

- v. **Conversion of Unsecured Loan into Equity aggregating to 25,474 Equity Shares of ₹ 10/- each at premium of ₹ 1,090 in other than cash to the following Shareholder:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Rahul Bhanushali	25,474
	<b>Total</b>	<b>25,474</b>



vi. **Issue of Equity Shares against Flat aggregating to 11,128 Equity Shares of ₹ 10/- each at premium of ₹ 1.090 in other than cash to the following Shareholder:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Rajabhau Phad	11,128
<b>Total</b>		<b>11,128</b>

vii. **Bonus Allotment of 1,03,85,900 Equity Shares of ₹ 10/- each in the ratio of 140:1 i.e. 140 Bonus Equity Shares for each Equity Share held to the following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Rahul Bhanushali	41,54,360
2.	Viren Shah	5,88,000
3.	Chirag Shah	11,20,000
4.	Jenil Shah	5,04,000
5.	Sky Ocean Infrastructure Limited	21,11,620
6.	Kurjibhai Rupareliya	1,40,000
7.	Lalitaben Rupareliya	2,10,000
8.	Rajabhau Phad	15,57,920
<b>Total</b>		<b>1,03,85,900</b>

viii. **Rights Issue of 59,03,000 Equity Shares of ₹ 10/- each at par in cash to the following Shareholders:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Rahul Bhanushali	12,50,000
2.	Kurjibhai Rupareliya	46,53,000
<b>Total</b>		<b>59,03,000</b>

ix. **Conversion of Unsecured Loan into Equity aggregating to 16,97,000 Equity Shares of ₹ 10/- each at par in other than cash to the following Shareholder:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Rahul Bhanushali	16,97,000
<b>Total</b>		<b>16,97,000</b>

3. As on the date of this Draft Red Herring Prospectus, our Company does not have any preference share capital.
4. During last one year from the date of this Draft Red Herring Prospectus, our Company has allotted the following shares:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
January 2022	31,25,474	10	1,100	Other than Cash	Conversion of Unsecured Loan <sup>(v)</sup>	63,057	6,30,570
January 2022	31,11,128	10	1,110	Other than Cash	Issue of shares against flat <sup>(vi)</sup>	74,185	7,41,850
July 07, 2022	1,03,85,900	10	NA	Other than Cash	Bonus Shares <sup>(vii)</sup>	1,04,60,085	10,46,00,850

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
October 06, 2022	59,03,000	10	10	Cash	Rights Issue <sup>(viii)</sup>	1,63,63,085	16,36,30,850
October 06, 2022	16,97,000	10	10	Other than Cash	Conversion of Unsecured Loan <sup>(ix)</sup>	1,80,60,085	18,06,00,850

**5. Details of Allotment made in the last one year preceding the date of Draft Red Herring Prospectus:**

We have not issued any Equity Share in the last one year preceding the date of Draft Red Herring Prospectus.

**6. Details of Equity Shares issued for consideration other than cash:**

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

Date of Allotment	Name of the Allottees	Equity Shares Allotted	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for allotment
March 13, 2021	Sky Ocean Infrastructure Limited	8,583	8,583	10	466	Conversion of Unsecured Loan
March 25, 2021	Sky Ocean Infrastructure Limited	6,500	9,000	10	1,000	Conversion of Unsecured Loan
	Lalitaben Rupareliya	1,000				
	Kurjibhai Rupareliya	1,500				
January 31, 2022	Rahul Bhanushali	25,474	25,474	10	1,100	Conversion of Unsecured Loan
January 31, 2022	Rajabhau Phad	11,128	11,128	10	1,100	Issue of shares against flat
July 07, 2022	Rahul Bhanushali	41,54,360	1,03,85,900	10	NA	Bonus Issue
	Viren Shah	5,88,000				
	Chirag Shah	11,20,000				
	Jenil Shah	5,04,000				
	Sky Ocean Infrastructure Limited	21,11,620				
	Kurjibhai Rupareliya	1,40,000				
	Lalitaben Rupareliya	2,10,000				
	Rajabhau Phad	15,57,920				
October 06, 2022	Rahul Bhanushali	16,97,000	16,97,000	10	10	Conversion of Unsecured Loan

7. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.

8. Our Company has not issued any shares pursuant to the exercise of options which have been granted under the employee stock option scheme of our Company.

9. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.

10. All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity

Shares on Emerge Platform of NSE Limited.

- 11.** Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
- 12.** As on the date of this Draft Red Herring Prospectus, our Promoters do not hold any preference shares in our Company.
- 13.** Our Company has eight shareholders, as on the date of this Draft Red Herring Prospectus.
- 14.** We hereby confirm that none of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
- 15.** Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the Emerge Platform of NSE Limited before commencement of trading of such Equity Shares.

## Shareholding Pattern:

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

Category	Category of shareholder	Nos. of shareholders	No. of fully paidup equityshares held	No. of Partly paid-up equity share held	No. of shares underlying Depository Receipts	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities <sup>1</sup>			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C)	Number of Locked in shares <sup>3</sup>		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held(b)
								Class Equity Shares of ₹ 10/- each <sup>2</sup>	Class Y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII	XIII		XIV		
(A)	Promoters & Promoter Group	4	1,42,63,237	-	-	1,42,63,237	78.98	1,42,63,237	-	1,42,63,237	78.98	-	-	-	-	-	1,42,63,237	
(B)	Public	4	37,96,848	-	-	37,96,848	21.02	37,96,848	-	37,96,848	21.02	-	-	-	-	-	37,96,848	
(C)	Non-Promoters-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>8</b>	<b>1,80,60,085</b>	<b>-</b>	<b>-</b>	<b>1,80,60,085</b>	<b>100</b>	<b>1,80,60,085</b>	<b>-</b>	<b>1,80,60,085</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,80,60,085</b>	

### Note:

<sup>1</sup>As on date of this Draft Red Herring Prospectus one (1) Equity share holds one (1) vote.

<sup>2</sup>We have only one class of Equity Shares of face value of ₹ 10/- each.

<sup>3</sup>All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on Emerge Platform of National Stock Exchange of India Limited.

## 16. List of our major Shareholders:

The list of the shareholders of the Company holding 1% or more of the paid-up share capital aggregating to 80% or more of the paid-up share capital of the Company:

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

Sr. No.	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Rahul Bhanushali	71,31,034	39.49
2.	Kurjibhai Rupareliya	47,94,000	26.54
3.	Sky Ocean Infrastructure Private Limited	21,26,703	11.78
4.	Rajabhau Phad	15,69,048	8.69
5.	Chirag Shah	11,28,000	6.25
6.	Viren Shah	5,92,200	3.28
7.	Jenil Shah	5,07,600	2.81
8.	Lalitaben Ruparelia	2,11,500	1.17
	<b>Total</b>	<b>1,80,60,085</b>	<b>100.00</b>

b) Ten (10) days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Rahul Bhanushali	71,31,034	39.49
2.	Kurjibhai Rupareliya	47,94,000	26.54
3.	Sky Ocean Infrastructure Private Limited	21,26,703	11.78
4.	Rajabhau Phad	15,69,048	8.69
5.	Chirag Shah	11,28,000	6.25
6.	Viren Shah	5,92,200	3.28
7.	Jenil Shah	5,07,600	2.81
8.	Lalitaben Ruparelia	2,11,500	1.17
	<b>Total</b>	<b>1,80,60,085</b>	<b>100.00</b>

c) One (1) year prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Rahul Bhanushali	29,674	40.00
2.	Sky Ocean Infrastructure Private Limited	15,083	20.33
3.	Rajabhau Phad	11,128	15.00
4.	Chirag Shah	8,000	10.78
5.	Viren Shah	4,200	5.66
6.	Jenil Shah	3,600	4.85
7.	Lalitaben Ruparelia	1,500	2.02
8.	Kurjibhai Rupareliya	1,000	1.35
	<b>Total</b>	<b>74,185</b>	<b>100.00</b>

d) Two (2) year prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Chirag Shah	8,000	40.00
2.	Rahul Bhanushali	4,200	21.00
3.	Viren Shah	4,200	21.00

Sr. No.	Names	Number of Equity Shares	% of the then existing paid up capital
4.	Jenil Shah	3,600	18.00
	<b>Total</b>	<b>20,000</b>	<b>100.00</b>

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

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

Name of the Shareholder	Date of Transaction	Promoters/Promoter Group/Directors/KMPs	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
Rahul Bhanushali	July 07, 2022	Promoter/ Managing	41,54,360	None	Bonus Issue
	October 06, 2022	Director	16,97,000	None	Conversion of Loan to Equity
			12,50,000	None	Rights Issue
Kurjibhai Rupareliya	July 07, 2022	Promoter	1,40,000	None	Bonus Issue
	October 06, 2022		46,53,000	None	Rights Issue
Sky Ocean Infrastructure Private Limited	July 07, 2022	Promoter	21,11,620	None	Bonus Issue
Lalitaben Rupareliya	July 07, 2022	Promoter Group	2,10,000	None	Bonus Issue

**17.** There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Draft Red Herring Prospectus

**18.** Except for any grant of ESOP, equity shares allotted pursuant to ESOP and Pre-IPO Placement, our Company presently does not intend or propose to alter its capital structure for a period of six (6) months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of further public issue of Equity Shares, or otherwise. However, if business needs of our Company so require, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

**19. Build-up of our Promoters and Shareholding of our Promoters:**

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

The current Promoters are Rahul Bhanushali, Kurjibhai Rupareliya and Sky Ocean Infrastructures Private Limited.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,40,51,737 Equity Shares which constitutes 77.81% of the issued, subscribed and paid-up Equity Share Capital of our Company. Further, none of the Equity Shares held by our Promoters are pledged.

a) **Rahul Bhanushali**

Date of Allotment/ Transfer*	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/Transfer Price/sale price**	Cumulative No. of shares	% of Pre- Offer Equity Share Capital	% of Post Offer Equity Share Capital
Upon Incorporation	Subscription to MOA	Cash	1,400	10	10	1,400	0.01	[●]
May 06, 2015	Rights Issue	Cash	2,800	10	10	4,200	0.02	[●]
January 31, 2022	Conversion of unsecured loan	Other than cash	25,474	10	1,100	29,674	0.16	[●]
July 07, 2022	Bonus Issue	Other than cash	41,54,360	10	NA	41,84,034	23.17	[●]
October 06, 2022	Conversion of Loan to Equity	Other than cash	16,97,000	10	10	58,81,034	32.56	[●]
October 06, 2022	Rights Issue	Cash	12,50,000	10	10	71,31,034	39.49	[●]

b) **Kurjibhai Rupareliya:**

Date of Allotment /Transfer *	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/Transfer Price/sale price**	Cumulative No. of shares	% of Pre- Offer Equity Share Capital	% of Post Offer Equity Share Capital
March 25, 2021	Conversion of Unsecured Loan	Other than Cash	1,000	10	1,100	1,000	0.01	[●]
July 07, 2021	Bonus Shares	Other than Cash	1,40,000	10	NA	1,41,000	0.78	[●]
October 06, 2022	Rights Issue	Cash	46,53,000	10	10	47,94,000	26.54	[●]

c) **Sky Ocean Infrastructure Private Limited**

Date of Allotment / Transfer*	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/Transfer Price/sale price**	Cumulative No. of shares	% of Pre- Offer Equity Share Capital	% of Post Offer Equity Share Capital
March 18, 2021	Conversion of unsecured loan	Other than Cash	8,583	10	466	8,583	0.05	[●]
June 17, 2022	Conversion of unsecured loan	Other than cash	6,500	10	1,000	15,083	0.08	[●]

Date of Allotment / Transfer*	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition/ Transfer Price/sale price**	Cumulative No. of shares	% of Pre- Offer Equity Share Capital	% of Post Offer Equity Share Capital
July 07, 2022	Bonus Issue	Other than cash	21,11,620	10	NA	21,26,703	11.78	[●]

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

\*\* Cost of Acquisition excludes Stamp Duty.

## 20. Employee Stock Option Schemes

Our Company has one ESOP, namely, Dove Soft Limited ESOP Scheme, 2023 (“ESOP 2023”). The ESOP was approved pursuant to a Board resolution dated September 01, 2023 and Shareholders’ resolution dated September 09, 2023. The ESOP 2023 is in compliance with the SEBI (SBEBSE) Regulations. Under the ESOP 2023 an aggregate of 7,45,500 (Seven Lakhs Forty Five Thousand and Five Hundred only) equity shares may be granted to eligible employees, with each option being exercisable to receive one Equity Share. Under ESOP 2023, no options were granted as on the date of this Draft Red Herring Prospectus.

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

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

Sr. No.	Category of Promoter	Pre-Offer		Post- Offer	
		No. of Equity Shares	Percentage of pre- Offer capital (%)	No. of Equity Shares	Percentage of post- Offer capital (%)
<i>Promoters</i>					
1.	Rahul Bhanushali	71,31,034	39.49	[●]	[●]
2.	Kurjibhai Rupareliya	47,94,000	26.54	[●]	[●]
3.	Sky Ocean Infrastructure Private Limited	21,26,703	11.78	[●]	[●]
<b>Total Promoters holding</b>		<b>1,40,51,737</b>	<b>77.81</b>	<b>[●]</b>	<b>[●]</b>
<i>Promoter Group Members</i>					
1.	Lalitaben Ruparelia	2,11,500	1.17	[●]	[●]
<b>Total Promoter Group holding</b>		<b>2,11,500</b>	<b>1.17</b>	<b>[●]</b>	<b>[●]</b>
<b>Total Promoters and Promoter Group holding</b>		<b>1,42,63,237</b>	<b>78.98</b>	<b>[●]</b>	<b>[●]</b>

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

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

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

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

Name of Promoters	No. of Equity Shares Locked-in	Post- offer equity share capital %
[●]	[●]	[●]
[●]	[●]	[●]



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

*All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section “Capital Structure-History of Paid-up Share Capital of our Company” on page 64 of this Draft Red Herring Prospectus.*

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

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

- The Minimum Promoter’s contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets
- The minimum Promoter’s contribution does not consist of such Equity Shares 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.
- Our Company has not been formed by conversion of a partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion of a partnership firm; and the Equity Shares held by our Promoters and issued as part of the Minimum Promoter’s Contribution are not subject to any pledge.
- The Minimum Promoter’s Contribution does not include Equity Shares acquired during the one (1) year preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being issued to the public in the offer.
- The Equity Shares held by the Promoters and issued for minimum 20% Promoter’s Contribution are not subject to any pledge.
- Our Promoter’s Contribution of 20% of the Post Offer Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

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

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

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

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

24. Neither the Company, nor its Promoters, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
25. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
26. The Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
27. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled “*Our Management*” beginning on page 123 of this Draft Red Herring Prospectus.
28. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled “*Offer Procedure*” beginning on page 222 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
29. An over-subscription to the extent of 10% of the Offer 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 Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
30. Subject to valid applications being received at or above the Offer Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company and promoter selling shareholders in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
32. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
33. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
34. Our Promoters and Promoter Group will not participate in the Offer.
35. Our Company has not re-valued its assets and we do not have any revaluation reserves till date

## OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by Promoter Selling Shareholders

### The Offer for Sale

The Promoter Selling Shareholder will be entitled to its respective portions of the proceeds of the Offer for Sale after deducting its proportion of Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale by the Promoter Selling Shareholders and the proceeds received from the Offer for Sale (net of Offer related expenses to be borne by the Promoter Selling Shareholders) will not form part of the Net Proceeds. Other than the listing fees for the Offer (which shall be exclusively borne by our Company), all cost, fees and expenses in respect of the Offer will be shared among our Company and the Promoter Selling Shareholders, respectively, in proportion to the proceeds received from the Fresh Issue and its portion of the Offered Shares, as may be applicable, upon the successful completion of the Offer. For further information regarding the Promoter Selling Shareholders and Equity Shares being offered for sale (in terms of amount), see “The Offer” on page 50.

Our Company proposes to utilize the net proceeds from the Offer towards funding the following objects and achieve the benefits of listing on NSE Emerge platform of National Stock Exchange of India Limited:

1. To meet the working capital requirements;
2. General corporate purposes; and
3. To meet the issue expenses

(Collectively referred as the “Objects”)

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (₹ in lakhs)
Gross proceeds of the Fresh Issue <sup>(1)</sup>	[●]
Less: Offer related expenses in relation to the fresh issue	[●]
Net Proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company (“Net Proceeds”)	[●]

<sup>(1)</sup> If the Pre-IPO placement is undertaken, the amount raised from the Pre-IPO placement will be reduced from the Fresh Issue.

### Schedule of implementation, requirement of funds and utilization of net proceeds

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

Particulars	Total estimated cost	Amount to be financed from Net Proceeds	(₹ in lakhs)	
			Estimated utilization of Net Proceeds in FY 2024	Estimated utilization of Net Proceeds in FY 2025
To meet the working capital requirements	2,800.00	2,800.00	1,100.00	1,700.00
General corporate purposes*	[●]	[●]	[●]	[●]
Offer Expenses	[●]	[●]	[●]	[●]

Particulars	Total estimated cost	Amount to be financed from Net Proceeds	Estimated utilization of Net Proceeds in FY 2024	Estimated utilization of Net Proceeds in FY 2025
<b>Total</b>	[●]	[●]	[●]	[●]

\* Amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the issue

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled financial year is not completely met, due to the reasons stated above, the same shall be utilised in the next financial year, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations

### Means of finance

Since the entire fund requirement of ₹ [●] to be met from the Net Proceeds hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 230 (1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

### Details of the Objects of the Issue

#### 1. To meet the working capital requirements

Our Company proposes to utilize ₹ 2,800.00 lakhs towards funding its working capital requirements in the ordinary course of business. We have significant working capital requirements, and in the ordinary course of business we fund our working capital needs through internal accruals and availing financing facilities. Our Company, in order to support its incremental business requirements, funding growth opportunities and for other strategic, business, and corporate purposes requires additional working capital and such funding is expected to lead to a consequent increase in our revenues and profitability.

### Basis of estimation of working capital requirement

The details of our company's working capital for the period ending July 31, 2023 and as at March 31, 2023, March 31, 2022, March 31, 2021 and the source of funding, on the basis of restated financial statements of our Company, as certified by our Auditors, through their certificate dated October 31, 2023 are provided in the table below:

(₹ in lakhs)

Particulars	For the period ending July 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Current Assets</b>				
Trade Receivables	3,253.49	1,880.72	1,066.29	768.28
Cash and Cash Equivalents	13.15	13.31	15.74	4.73
Short Term Loans and Advances	69.27	64.37	16.62	70.40
Other Current Assets	176.12	269.80	301.72	126.32
<b>Total current assets (A)</b>	<b>3,512.03</b>	<b>2,228.21</b>	<b>1,400.36</b>	<b>969.72</b>
<b>Current Liabilities</b>				
Trade payables	2,173.45	1,164.52	634.94	517.30
Other current liabilities	123.64	86.75	68.64	62.24
Short term provisions	223.53	155.60	78.85	45.93
<b>Total current liabilities (B)</b>	<b>2,520.62</b>	<b>1,406.87</b>	<b>782.43</b>	<b>625.47</b>
<b>Net working capital (A-B)</b>	<b>991.41</b>	<b>821.34</b>	<b>617.93</b>	<b>344.25</b>
<b>Source of funds</b>				
Borrowings and internal accruals	991.41	821.34	617.93	344.25
Amount proposed to be utilized from Net Proceeds	-	-	-	-

On the basis of existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements, which are mentioned below, our Board pursuant to its resolution dated October 31, 2023, has approved the projected working capital requirements for financial years 2024 and 2025, and the proposed funding of such working capital requirements as set forth in the table below:

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2025
<b>Current Assets</b>		
Trade Receivables	2,915.12	3,789.66
Cash and Cash Equivalents	15.77	18.93
Short Term Loans and Advances	83.13	99.75
Other Current Assets	220.11	275.14
<b>Total current assets (A)</b>	<b>3,234.14</b>	<b>4,183.48</b>
<b>Current Liabilities</b>		
Trade payables	1,397.43	1,607.04
Other current liabilities	148.37	170.63
Short term provisions	268.24	308.47
<b>Total current liabilities (B)</b>	<b>1,814.03</b>	<b>2,086.14</b>
<b>Net working capital (A-B)</b>	<b>1,420.10</b>	<b>2,097.34</b>
<b>Source of funds</b>		
Borrowings and internal accruals	397.34	320.10
Amount proposed to be utilized from Net Proceeds	1,100	1,700

\* Pursuant to certificate issued by our Peer Review Auditor M/s Mathia & Co., Chartered Accountants dated October 31, 2023

#### Assumptions for our estimated working capital requirements

(₹ in Lakhs)

Particulars (in days)	As at					
	March 31, 2021	March 31, 2022	March 31, 2023	July 31, 2023	March 31, 2024	March 31, 2025
<b>Current assets</b>						
<b>Trade receivables</b>	124	119	129	153	137	137

Particulars (in days)	As at					
	March 31, 2021	March 31, 2022	March 31, 2023	July 31, 2023	March 31, 2024	March 31, 2025
<i>Current liabilities</i>						
Trade payables	109	89	107	131	84	74

#### Justifications

Particulars	Justification
Trade receivables	Our trade receivables days for the financial year ended 2021, 2022, 2023 and for the period ending on July 31, 2023 were 124, 119, 129 and 153 days, respectively. As per the current credit terms and prevalent industry trend & in order to expand company's business operations, we have estimated our trade receivables days to be 137 days for the financial year 2024 and 2025. This projected increase in trade receivables days as compared to the trade receivables days in financial year 2021, 2022 and 2023 is a strategic decision aimed at fostering higher sales growth. We intend to provide our customers with extended credit periods, allowing them more time to settle their invoices. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships
Trade payables	Our trade payables days for the financial year ended 2021, 2022, 2023 and for the period ending on July 31, 2023 were 109, 89, 107 and 131 days, respectively. Going forward, we have estimated a reduction in our trade payables days to 84 and 74 days for the financial year 2024 and 2025. This projected decrease in trade payables days is in line with our strategy to avail competitive pricing from our creditors and which will eventually increase overall profitability of our Company. Also, by reducing the time, it takes to settle our payables we aim to negotiate more favourable terms and conditions with our creditors

## 2. General corporate purposes

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

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

#### Offer related expenses

The total expenses for the offer are estimated to be ₹ [●] lakhs. Following is a broad breakup of the forecasted expenses: Other than the listing fees, which will be paid by our Company, all costs, fees and expenses directly attributable to the Offer shall be borne by the Company and the Promoter Selling Shareholders, in proportion of gross proceeds received for the Fresh Issue and the Offered Shares in accordance with applicable law. All estimated Offer related expenses to be proportionately borne by the Promoter Selling Shareholders shall be

deducted from the proceeds of the Offer for Sale, and subsequently, the balance amount from the Offer for Sale will be paid to the Promoter Selling Shareholders.

It is clarified that, if the offer is withdrawn or not completed for any reason whatsoever, all offer related expenses shall be shared between the Company and the Promoter Selling Shareholders in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the number of Offered Shares offered by the Promoter Selling Shareholders in the Offer for Sale, in accordance with Applicable Law. The breakup for the estimated Offer expenses is as follows:

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

Notes:

1. The fund deployed towards issue expenses is ₹ 50,000 pursuant to certificate issued by our Peer Review Auditors M/s Mathia & Co., Chartered Accountants dated October 31, 2023 and the same will be recouped out of issue expenses.
2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be [●] % on the allotment amount on the application wherein shares are allotted.
3. Includes commission/Processing fees of ₹ [●] per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds ₹ [●] lakhs, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ [●] lakhs.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark “Syndicate ASBA” may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for RIB and NIB bids up to ₹ 5 lakhs will not be eligible for brokerage.

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/CIR/P/2021/570 dated June 2, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. The offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective designated intermediary

#### **Appraisal by Appraising Agency**

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 Offer 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.

### **Interim use of Net Proceeds**

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

### **Bridge Financing Facilities**

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

### **Monitoring Utilization of Funds**

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

### **Variation in Objects**

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

### **Other confirmations**

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

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



## BASIS OF THE OFFER PRICE

The Price Band will be determined by our Company and the Promoter Selling Shareholders in consultation with the BRLM. The Offer Price will be determined by our Company and the Promoter Selling Shareholders, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to “Our Business”, “Risk Factors” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 101, 28 and 177, respectively, of this DRHP to have an informed view before making an investment decision.

### Qualitative factors

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

- Sustainable business model and consistent financial track record
- Diversified product portfolio resulting in our lesser dependence on a single industry, product or services.
- Scalable delivery platform supported by robust infrastructure
- Experienced Promoter and senior management team

For further details, see “Our Business – Strengths” on page 101 of this DRHP.

### Quantitative factors

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

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

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

Financial Year	Basic and Diluted EPS	Weights
Fiscal 2023	3.16	3
Fiscal 2022	2.39	2
Fiscal 2021	0.64	1
Weighted Average	2.48	
For the period ended July 31, 2023 (Not annualised)	1.44	

Notes:

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

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

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
P/E ratio based on Basic EPS for Fiscal 2023	[●]	[●]

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
<b>P/E ratio based on Diluted EPS for Fiscal 2023</b>	[●]	[●]

\*To be updated at Prospectus stage.

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

### Industry Peer Group P/E ratio

Particulars	Industry P/E (Number of times)
Industry	
Highest	29.95
Lowest	28.53
<b>Average</b>	<b>29.24</b>

Notes:

1. The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P / E of the industry peer set disclosed in this section.
2. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on November 02, 2023 divided by the Diluted EPS for the period ended March 31, 2023.
3. All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2023, as available on the websites of the Stock Exchanges.

### III. Return on Net Worth (“RoNW”)

Derived from the Restated Consolidated Financial Statements:

Fiscal	RoNW (%)	Weight
Fiscal 2023	27.74%	3
Fiscal 2022	36.32%	2
Fiscal 2021	22.26%	1
<b>Weighted Average</b>	<b>29.69%</b>	
For the period ended July 31, 2023 (Not annualised)	11.11%	

Notes:

- a. Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights.
- b. The figures disclosed above are based on the Restated Standalone Financial Statements of our Company.
- c. Return on Net Worth (%) = Restated Consolidated Profit/(loss) attributable to owners of the holding company/ average net worth at the end of the year/ period.
- d. Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest)

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

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

Particulars	Amount
Net Asset Value per Equity Share as of July 31, 2023*	13.64
Net Asset Value per Equity Share as of March 31, 2023	15.62
After completion of the Offer	
(i) At Floor price	[●]
(ii) At Cap Price	[●]
<b>Offer Price per equity share</b>	<b>[●]</b>

\*Not Annualised

Notes:

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

## V. Comparison with listed industry peer:

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

Name of the Company	Face value (₹)	For the year ended March 31, 2023					
		Revenue from operations (₹ in Lakhs)	Basic EPS (₹)	Diluted EPS (₹)	P/E (based on Diluted EPS)	Return on average net worth (%)	NAV per Equity Share (₹)
Dove Soft Limited	10	7,559.88	3.16	3.16	[●]	27.74%	15.62
Peer Group							
Route Mobile Ltd	10	3,56,923.00	52.29	52.29	29.95	19.07%	291.02
Tanla Platforms Ltd	10	3,35,455.49	33.05	33.04	28.53	31.18%	112.88

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (If applicable) sourced from the Annual Reports of the peer company uploaded on the BSE website for the year ended March 31, 2023.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on October 2, 2023, divided by the Diluted EPS for the period ended March 31, 2023.
2. RoNW is computed as net profit after tax divided by the average net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, “Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 28, 101, 177 and 148, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

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

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

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

KPI	Explanations
Revenue from Operations (₹ Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
EBITDA (₹ Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ Lakhs)	Profit after tax provides information regarding the overall profitability of the business.

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 31, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by Mathia & Co., Chartered Accountants, by their certificate dated October 31, 2023.

## VII. Financial KPI of our Company

(₹ in Lakhs)

Metric	As of and for the four-month period ended July 31, 2023*	As of and for the Fiscal		
		2023	2022	2021
Revenue From operations (₹ in Lakhs)	2,923.83	7,559.88	3,558.04	2,265.64
Total revenue (₹ in Lakhs)	2,929.55	7,590.37	3,790.53	2,282.17
EBITDA (₹ in Lakhs)	370.10	814.71	452.60	263.30
EBITDA Margin (%)	12.66%	10.78%	12.72%	11.62%
Profit after tax (₹ in Lakhs)	259.55	446.58	249.13	66.31
PAT Margin (%)	8.88%	5.91%	7.00%	2.93%
Return on Equity (ROE) (%)	11.11%	27.74%	36.32%	22.26%
Debt To Equity Ratio	0.13	0.17	0.34	0.82
Interest Coverage Ratio	25.51	14.19	7.81	4.20
Return on Capital Employed (ROCE) (%)	13.58%	30.95%	36.42%	30.66%
Current Ratio	1.26	1.23	1.20	1.17
Net Capital Turnover Ratio	3.57	13.27	12.79	16.24

\* Not Annualised

Notes:

- As certified by Mathia & Co., Chartered Accountants pursuant to their certificate dated October 31, 2023. The Audit committee in its resolution dated October 31, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.
- Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated

*Financial Statements.*

- c) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.*
- d) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
- e) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes but before other comprehensive income by our revenue from operations.*
- f) *Return on equity (RoE) is equal to profit after tax for the year divided by the total equity during that period and is expressed as a percentage.*
- g) *Debt to equity ratio is calculated by dividing the debt (excluding lease liabilities) by total equity (which includes issued capital and all other equity reserves).*
- h) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBITDA by finance cost payment.*
- i) *RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total assets plus current liabilities.*
- j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
- k) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

See “*Management Discussion and Analysis of Financial Position and Results of Operations*” on page 177 for the reconciliation and the manner of calculation of our key financial performance indicators.

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

Metric		Dove Soft Limited			Route Mobile Limited			Tanla Platforms Limited		
		As of and for the Fiscal			As of and for the Fiscal			As of and for the Fiscal		
		2023	2022	2021	2023	2022	2021	2023	2022	2021
Revenue	From operations (₹ in Lakhs)	2,923.83	3,558.04	2,265.64	3,56,923.00	2,00,203.00	1,40,618.00	3,35,455.49	3,20,597.33	2,34,146.55
Total revenue	(₹ in Lakhs)	7,590.37	3,790.53	2,282.17	3,60,863.00	2,02,209.00	1,42,216.00	3,38,075.41	3,22,209.95	2,36,340.03
EBITDA	(₹ in Lakhs)	814.71	452.60	263.30	48,355.00	23,870.00	19,006.00	61,413.57	71,629.65	45,539.41
EBITDA	Margin (%)	10.78%	12.72%	11.62%	13.55%	11.92%	13.52%	18.31%	22.34%	19.45%
Profit after tax	(₹ in Lakhs)	446.58	249.13	66.31	33,311.00	17,008.00	13,276.00	44,764.86	53,927.91	35,613.75
PAT Margin	(%)	5.91%	7.00%	2.93%	9.33%	8.50%	9.44%	13.34%	16.82%	15.21%
Return on Equity (ROE)	(%)	27.74%	36.32%	22.26%	19.07%	14.63%	28.81%	31.18%	48.00%	44.66%
Debt To Equity Ratio		0.17	0.34	0.82	0.08	0.01	0.03	0.05	0.04	0.00
Interest Coverage Ratio		14.19	7.81	4.20	23.65	46.26	69.11	449.55	541.91	423.70
Return on Capital Employed (ROCE)	(%)	30.95%	36.42%	30.66%	19.12%	10.03%	24.63%	35.63%	48.02%	46.03%
Current Ratio		1.23	1.20	1.17	2.28	2.52	2.17	2.12	1.93	1.79
Net Capital Turnover Ratio		13.27	12.79	16.24	3.56	1.99	3.39	3.66	3.54	4.20

\* Not Annualised

*Notes:*

- a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements.*
- b) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued*

operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.

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

\*\* All the information for listed industry peer mentioned above is on a consolidated basis and is sourced from their respective audited.

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

### Primary Transactions:

Price per share of Issuer Company based on primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP / RHP, 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-offer 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;

Date of allotment	No. of equity shares allotted*	Face value per equity share (₹)	Issue price per equity share (₹)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹)
October 06, 2022	76,00,000	10	10	Rights Issue	Other than cash	7,60,00,000.00
<b>Weighted average cost of acquisition (WACA)</b>						<b>10.00</b>

### Secondary Acquisition:

There have been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities, where the Promoters, members of the Promoter Group, the Selling Shareholders or Shareholders having the right to nominate Directors to the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Floor price and cap price being [●] times the weighted average cost of acquisition (WACA) based on primary/secondary transaction(s) as disclosed in terms of clause (a) and (b) or Note 1 above, shall be disclosed in the following manner:

Past Transactions	Weighted average cost of acquisition (₹)	Floor Price ₹ [●]	Cap Price ₹ [●]
Weighted average cost of acquisition (WACA) of Primary issuances	10.00	[●]	[●]
Weighted average cost of acquisition (WACA) of secondary transactions	Nil	[●]	[●]

#### X. Justification for Basis of Offer Price

Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for year ended on March 31, 2021, March 31, 2022 and March 31, 2023, and for the period ended on July 31, 2023.

[●]\*

\*To be included on finalization of Price Band.

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

The Offer Price of ₹ [●] has been determined by our Company and the Promoter Selling Shareholders in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 28, 101, 177 and 148, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors  
**Dove Soft Limited**  
(Formerly known as Dove Soft Private Limited)  
Office No. 1101, DLH Park,  
Opp. MTNL, Goregaon West  
Mumbai 400062.

Unistone Capital Private Limited  
A/305, Dynasty Business Park,  
Andheri Kurla road, Andheri East,  
Mumbai, Maharashtra – 400059,  
India

**(Unistone Capital Private Limited referred to as the “Book Running Lead Manager”)**

Dear Sir(s):

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Dove Soft Limited (Formerly known as Dove Soft Private Limited) (the “Company” and such offering, the “Offer”)**

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We hereby report that the enclosed Annexure- A, prepared by the management of the company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 read with Income Tax Rules, Circulars, Notifications (‘Act’) as amended by the Finance Act, 2023, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. 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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed offer, particularly in view of ever-changing tax laws in India.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its offer, which may have a material effect on the discussions herein.

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

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with.
- iii) the revenue authorities/courts will concur with the views expressed herein.

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



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

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

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

Yours sincerely,

For **MATHIA & CO.**,  
Chartered Accountants  
**ICAI Firm Registration No.: 126504W**

**Bhavin Sheth**  
Partner  
**Membership No:** 120503  
**Place:** Mumbai  
**Date:** October 31, 2023  
**UDIN:** 23120503BGXM0E2515

## Annexure-A

### ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2023 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

#### A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

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

#### B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

#### Notes:

1. *We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
2. *The above is as per the Tax Laws as on date.*
3. *The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
4. *This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*

***No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.***

## SECTION V- ABOUT THE COMPANY INDUSTRY OVERVIEW

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

*Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 28 and 148 of Draft Red Herring Prospectus.*

### GLOBAL OUTLOOK

Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. While the forecast for 2023 is modestly higher than predicted in the April 2023 World Economic Outlook (WEO), it remains weak by historical standards. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

The recent resolution of the US debt ceiling standoff and, earlier this year, strong action by authorities to contain turbulence in US and Swiss banking reduced the immediate risks of financial sector turmoil. This moderated adverse risks to the outlook. However, the balance of risks to global growth remains tilted to the downside. Inflation could remain high and even rise if further shocks occur, including those from an intensification of the war in Ukraine and extreme weather-related events, triggering more restrictive monetary policy. Financial sector turbulence could resume as markets adjust to further policy tightening by central banks. China’s recovery could slow, in part as a result of unresolved real estate problems, with negative cross-border spill overs. Sovereign debt distress could spread to a wider group of economies. On the upside, inflation could fall faster than expected, reducing the need for tight monetary policy, and domestic demand could again prove more resilient.

In most economies, the priority remains achieving sustained disinflation while ensuring financial stability. Therefore, central banks should remain focused on restoring price stability and strengthen financial supervision and risk monitoring. Should market strains materialize, countries should provide liquidity promptly while mitigating the possibility of moral hazard. They should also build fiscal buffers, with the composition of fiscal adjustment ensuring targeted support for the most vulnerable. Improvements to the supply side of the economy would facilitate fiscal consolidation and a smoother decline of inflation toward target levels.

#### Overview of the World Economic Outlook Projections:

*(Percent change, unless noted otherwise)*

Particulars	2022E	2023P	2024P
World Output	3.5	3.0	3.0
Advanced Economies	2.7	1.5	1.4
United States	2.1	1.8	1.0
Euro Area	3.5	0.9	1.5
United Kingdom	4.1	0.4	1.0
Canada	3.4	1.7	1.4
Other Advanced Economies*	2.7	2.0	2.3

Particulars	2022E	2023P	2024P
Emerging Market and Developing Economies	4.0	4.0	4.1
Emerging and Developing Asia	4.5	5.3	5.0
China	3.0	5.2	4.5
India**	7.2	6.1	6.3
Emerging and Developing Europe	0.8	1.8	2.2
Russia	-2.1	1.5	1.3
Latin America and Caribbean	3.9	1.9	2.2
Middle East and Central Asia	5.4	2.5	3.2
Saudi Arabia	8.7	1.9	2.8
Sub-Saharan Africa	3.9	3.5	4.1
ASEAN-5 <sup>#</sup>	5.4	2.6	3.1

*E- Estimate*

*P- Projections*

*\* Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.*

*\*\*For India, data and forecasts are presented on a fiscal year basis, with FY 2022/2023 (starting in April 2022) shown in the 2022 column. India's growth projections are 6.6 percent in 2023 and 5.8 percent in 2024 based on calendar year.*

*#Indonesia, Malaysia, Philippines, Singapore, Thailand*

*For advanced economies-*

The growth slowdown projected for 2023 remains significant from 2.7 percent in 2022 to 1.5 percent in 2023, with a 0.2 percentage point upward revision from the April 2023 WEO. About 93 percent of advanced economies are projected to have lower growth in 2023, and growth in 2024 among this group of economies is projected to remain at 1.4 percent.

*For emerging market and developing economies-*

The growth is projected to be broadly stable at 4.0 percent in 2023 and 4.1 percent 2024, with modest revisions of 0.1 percentage point for 2023 and -0.1 percentage point for 2024. However, this stable average masks divergences, with about 61 percent of the economies in this group growing faster in 2023 and the rest—including low-income countries and three of the five geographic regions described in what follows—growing more slowly.

### **Core Inflation Declining More Gradually Than Headline Inflation:-**

Global headline inflation is set to fall from an annual average of 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024, broadly as projected in April, but above pre-pandemic (2017–19) levels of about 3.5 percent. About three-quarters of the world's economies are expected to see lower annual average headline inflation in 2023. Monetary policy tightening is expected to gradually dampen inflation, but a central driver of the disinflation projected for 2023 is declining international commodity prices. Differences in the pace of disinflation across countries reflect such factors as different exposures to movements in commodity prices and currencies and different degrees of economic overheating. The forecast for 2023 is revised down by 0.2 percentage point, largely on account of subdued inflation in China. The forecast for 2024 has been revised upward by 0.3 percentage point, with the upgrade reflecting higher-than-expected core inflation.

Core inflation is generally declining more gradually. Globally, it is set to decline from an annual average of 6.5 percent in 2022 to 6.0 percent in 2023 and 4.7 percent in 2024. It is proving more persistent than projected, mainly for advanced economies, for which forecasts have been revised upward by 0.3 percentage point for 2023 and by 0.4 percentage point for 2024 compared with the April 2023 WEO. Global core inflation is revised down by 0.2 percentage point in 2023, reflecting lower-than-expected core inflation in China, and up by 0.4 percentage point in 2024. On an annual average basis, about half of economies are expected to see no decline in core inflation in 2023, although on a fourth-quarter-over-fourth-quarter basis, about 88 percent of economies for which quarterly data are available are projected to see a decline. Overall, inflation is projected

to remain above target in 2023 in 96 percent of economies with inflation targets and in 89 percent of those economies in 2024.

Source- <https://www.imf.org/en/Publications/WEO/Issues/2023/07/10/world-economic-outlook-update-july-2023>

## INDIAN OUTLOOK

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices in the second quarter of 2022–23 is estimated at US\$ 1.94 trillion (₹ 160.06 trillion), showing a growth of 7.2% as compared to the First Revised Estimates of GDP for the year 2021-22 of US\$ 1.81 trillion (₹ 149.26 trillion), indicating a strong start for India's recovery from the pandemic. 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 FY22, India's service exports stood at US\$ 254.4 billion. Furthermore, India's overall exports (services and merchandise) was estimated at US\$ 770.18 billion in FY23. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, 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 over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

### Market Size:

India's nominal gross domestic product (GDP) at current prices is estimated to be at US\$ 3.31 trillion (₹ 272.41 trillion) in FY22. Additionally, the Nominal GDP at current prices in Q3 of 2022-23 was US\$ 874.84 billion (₹ 71.82 trillion), as against US\$ 792.3 billion (₹ 65.05 trillion) in 2021-22, estimating a growth of 10.4%. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3<sup>rd</sup> in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at US\$ 1.3 billion, 0.2% of GDP in the fourth quarter of FY23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown.

## Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- PMI Services remained comfortably in the expansionary zone at 57.8 in the month of June 2023.
- In June 2023, the gross Goods and Services Tax (GST) revenue collection stood at US\$ 19.63 billion (₹1,61,497 crore), of which CGST is US\$ 3.77 billion (₹ 31,013 crore), SGST is US\$ 4.65 billion (₹ 38,292 crore), IGST is US\$ 9.76 billion (₹ 80,292 crore).
- In May 2023, the overall IIP (Index of Industrial Production) stood at 145. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 128.1, 142.3 and 201.6, respectively, in May 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 4.81% in June 2023.
- In FY23, the Foreign Portfolio Investment (FPI) outflows stood at US\$ 14.81 billion (₹ 1.21 trillion). As per depository data, Foreign Portfolio Investors (FPIs) invested ₹ 22,000 crore (US\$ 2.67 billion) in India during the first week of July 2023.

## Government Initiatives

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

- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of US\$ 182.35 million (₹ 1,500 crore).
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of ₹ 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of ₹ 2,500 crore (US\$ 334.60 million).
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

## Road Ahead

India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

In June 2023 (Provisional), CPI-C inflation was 4.81%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

## Telecom Industry in India

India is currently the second-largest telecommunication market and has the second-highest number of internet users in the world. The PLI scheme in telecom and networking products aims to make India a global hub of manufacturing telecom equipment. It is estimated that full utilisation of the scheme funds is likely to lead to incremental production of about ₹ 2.4 lakh crore (US\$ 32.01 billion) with exports of approx. ₹ 2 lakh crore (US\$ 26.67 billion) over five years. Wireless broadband subscribers stood at 813.08 million in FY23. The number of internet subscribers in the country increased at a 11.73% CAGR from 391.5 million in 2016 to 865.90 million in 2022- 23. The number of internet subscribers in the country is expected to reach 900 million by 2025. India is likely to have 330 million 5G subscribers by 2026. Average wireless data usage per wireless data subscriber was 14.6 GB per month in FY21 and is expected to reach to 40 GB by 2026.

### Attractive Opportunities:

- India's 5G subscriptions to have 350 million by 2026 accounting for 27% of all mobile subscriptions.
- For domestic consumption and export, Ericsson will start manufacturing 5G radio products in India.
- By 2025, India will need ~22 million skilled workers in 5G-centric technologies such as Internet of Things (IoT), Artificial Intelligence (AI), robotics and cloud computing.

### Policy Support:

- India's 5G subscriptions to have 350 million by 2026, accounting for 27% of all mobile subscriptions.
- The Government of India has introduced Digital India programme where sectors such as healthcare, retail, etc. will be connected through internet.
- India ranks 2nd in “international mobile broadband internet traffic” and “international Internet bandwidth.”
- By 2025, India will need ~22 million skilled workers in 5G-centric technologies such as Internet of Things (IoT), Artificial Intelligence (AI), robotics and cloud computing.

### Increasing Investments:

- In Union Budget 2023-24 the Department of Telecommunications was allocated ₹ 97,579.05 crore (US\$ 11.92 billion). Of this, US\$ 48.88 million (₹ 400 crore) is for Research and Development, US\$ 611.1 million (₹ 5,000 crore) is for Bharatnet.
- India ranks third in “Annual investment in telecommunication services” and “Domestic market size”.

### Notable trends in the Indian telecom sector:

#### Green telecom

- The green telecom concept is aimed at reducing carbon footprint of the telecom industry through lower energy consumption.
- The Government proposed a joint task force between Ministry of New and Renewable Energy (MNRE) and Department of Telecommunication to promote green technology in the sector.

#### Expansion to rural market

- Dedicated government schemes BharatNet Project Scheme, Telecom Development Plan, Aspirational District Scheme, initiatives in North-Eastern Region through Comprehensive Telecom

Development Plan (CTDP), etc resulted in a 200% increase in rural internet subscriptions between 2015 to 2021.

- Over 62,443 uncovered villages in India will be provided with village telephone facility with subsidy support from the government's Universal Service Obligation Fund (thereby increasing rural tele-density).

### **Emergence of Broadband Wireless Access (BWA) technologies**

- Prime Minister Mr. Narendra Modi launched 5G services on October 1, 2022. As of January 31, 2023, 5G services were launched in 238 cities in all license service areas.
- BWA technologies, such as Worldwide Interoperability for Microwave access telecommunications (WiMAX) and (long-term evolution) LTE, is among the most recent and significant developments in wireless communication.
- India is expected to be the second-largest market in 5G services followed by China in the next 10 years.

### **Internet of Things (IoT)**

- IoT is the concept of electronically interconnected and integrated machines, which can help in gathering and sharing data. The Indian Government is planning to develop 100 smart city projects where IoT will play a vital role in development of those cities.
- Reliance Jio has partnered with Samsung Electronics to set up a nationwide IoT network.
- Jio's IoT platform is ready to be commercially available in 2020.

Source: <https://www.ibef.org/industry/telecommunications>

## **Service Sector in India**

The Government's move to launch 'Startup India' aims to create an inclusive ecosystem for entrepreneurs and push for innovation. Services are a big part of this system. The technology infrastructure required for such an ecosystem has increased the potential for the sector in India. Low setup cost makes this sector an attractive investment destination. India also has a reasonably well developed financial market. All these factors make Indian services sector an attractive ecosystem for both the entrepreneurs and the investor.

A large pool of skilled IT manpower has made India into a global outsourcing hub. It now commands a 59% share in the global sourcing market. Further, India is the digital capabilities hub of the world with presence of 75% of global digital talent. In the next five years, the Ministry of Electronics and Information Technology is working to increase the contribution of the digital economy to 20% of GDP. The government is working to build cloud-based infrastructure for collaborative networks that can be used for the creation of innovative solutions by AI entrepreneurs and start ups.

### **Robust Demand:**

- India is the export hub for software services.
- The Indian IT outsourcing service market is expected to witness 6-8% growth between 2021 and 2024.
- India's IT and business services market is projected to reach US\$ 19.93 billion by 2025.
- India's software service industry is expected to reach US\$ 1 trillion by 2030.

### **Increasing Investments:**

- 100% FDI is allowed for any regulated financial sector activity under the automatic route.
- According to the Ministry of Commerce and Industry, the service sector received US\$ 7.1 billion in FDI equity inflows in FY22.

### **Policy Support:**



- The Government of India is focusing on boosting Make-in-India initiatives and expanding India's entrepreneurial ecosystem across all service sectors.
- Government is promoting necessary services and will charge zero tax for education and health services under the GST regime.
- Centre has formulated 'Action Plan for Champion Sectors in Services' to give focused attention to 12 identified Champion Services Sectors.

### Road Ahead:

- Share of the services sector accounted for 53% of the total GVA in FY22 as per advance estimates.
- The services sector's GVA increased by 6.5% in the third quarter (2022-23), and it was the main driver of aggregate GVA growth (accounting for approximately 84% of total GVA growth).
- The services industry performed well in H2: 2022-23, boosted by contact-intensive services and building activities.
- India's services sector GVA increased YoY by 11.43% to ₹ 101.47 trillion (US\$ 1,439.48 billion) in FY21, from ₹ 68.81 trillion (US\$ 1,005.30 billion) in FY16.
- Between FY16 and FY20, financial, real estate and professional services augmented at a CAGR of 11.68% (in ₹ terms), while trade, hotels, transport, communication and services related to broadcasting rose at a CAGR of 10.98% (in ₹ terms).
- The services sector is a key driver of India's economic growth.
- The PMI services remained in the expansion zone in March, at 57.8, led by good demand conditions and new business gains.
- Strong overseas demand and new export business opportunities will boost total sale in the country.
- Healthcare and pharmaceuticals sectors are likely to lead in the hiring activity because of rising demand for doctors, nurses and pharmacists. According to experts, e-commerce, education, IT & ITES sectors will continue to offer opportunities in the coming quarters, in hopes that restrictions will ease, and the economy will revive.

Source: <https://www.ibef.org/industry/services>

### Digital Public Infrastructure: The story of India's digital revolution

Digital Public Infrastructure (DPI) is more than a tech buzzword; it's a transformative concept that India has championed on the global stage, notably in G20 deliberations. The nation's unique DPI initiatives, such as digital ID (Aadhaar) and payment infrastructure (UPI), have been highlighted by the Digital Economy Working Group (DEWG) under the G20 umbrella. But what exactly is DPI, and why is it so crucial for India's digital future.

Though the term DPI is relatively new, the concept is not. The internet, powered by common protocols like HTTP, HTML, and SMTP, is a prime example of DPI. It ensures global information exchange and interoperability. Telecom, with standards like GSM, SMS and CDMA is another example. Loosely defined, DPI is a set of technology building blocks that drive innovation, inclusion, and competition at scale, operating under open, transparent and participatory governance.

India's history with technology in the public domain began with disconnected applications developed in the '80s and '90s. State and central governments then developed infrastructure projects like state-wide area networks, Common Service Centres (CSCs), and State Data Centres (SDCs), along with several Mission Mode Projects (MMPs). The objective was to create the necessary infrastructure and software development in various domains.

A comprehensive understanding of DPI requires recognition of its three integral layers: Market, governance, and technology standards. The market layer consists of innovative and competitive players designing inclusive products. The governance layer requires legal and institutional frameworks, along with public programmes to drive adoption, and specific overarching principles and policies. Technology standards, including those for identity, payments, and data sharing, must be built or adapted to enable interoperability

and the adoption of shared standards. These layers collectively define the structure and functionality of DPI, reflecting the complexity and potential of this transformative concept.

Security is another vital aspect of DPIs. To ensure robust protection, secure pipelines must be created to access DPI's services. The Aadhaar experience of creating Authentication User Agencies (AUAs) offers an excellent framework in this regard. Additionally, certification of the end-user application is required to ensure the safety of both the infrastructure and the connecting application. CoWin, with over 100 applications connected to it, serves as a robust example of this security model.

Successful DPIs in India include Aadhaar, Unified Payment Interface (UPI), and CoWin, which managed the world's largest vaccination programme. Others like Unified Health Interface (UHI), Ayushman Bharat Digital Mission (ABDM), and Open Network for Digital Commerce are in the rollout stage.

Source : <https://indianexpress.com/article/opinion/columns/digital-india-vision-department-of-telecom-pm-wani-upi-8945834/#:~:text=affordable%20internet%20connectivity,India's%20approach%20to%20DPI%20is%20a%20beautiful%20blend%20of%20scalability,also%20on%20the%20global%20stage>.

### **The international significance of India's Digital Public Infrastructure (DPI):**

India's expertise in using technology to boost socio-economic development is now recognized worldwide. The country has built a Digital Public Infrastructure (DPI) that includes a digital identification layer called Aadhaar; a payments system running as a Unified Payment Interface; and, a data exchange layer in its Account Aggregator, amongst other services. These functions have been curated as foundational layers to build, iterate and innovate upon.

The combination of these interventions has transformed the Indian economy, bolstered productivity and supported equitable growth. Now, India's DPI has been endorsed by multiple countries and international organizations, such as the International Monetary Fund and most recently the G20.

The core of India's DPI's embedded design functions is based on robustness, reliability, safety and security. It adheres to principles of accountability, collaboration, open standards, transparency and interoperability to prevent vendor lock-in for consumers. Various industry players have embraced and innovated upon this infrastructure to enable online, paperless, cashless and privacy-respecting digital access to a variety of services for Indian citizens.

### **India's DPI provides a host of benefits:**

India's DPI has diversified consumer choice, incentivized entrepreneurship, advanced competition, prevented dependency on service providers, improved quality of life for individuals and enhanced opportunities for businesses to fairly operate in the economy. These mirror outcomes that are being pursued while conceptualizing regulatory models for AI across multiple countries.

There is a global consensus that AI holds the potential to trigger deep-seated transformations in society. Using responsible design, development and deployment, AI can help guarantee clean air and water, promote public health, enhance equity in education, contribute to inclusive governance and unlock new frontiers of innovation to become a driving force for inclusive growth. Drawing from the design and implementation principles of India's DPI ecosystem, a thriving, reliable and trustworthy AI ecosystem can be curated.

Source : <https://www.weforum.org/agenda/2023/08/the-international-significance-of-indias-digital-public-infrastructure/>

## OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “*Forward Looking Statements*” on page 21 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 28 and 177 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, in this section, references to “Company”, “Our Company”, “we” or “us” mean Dove Soft Limited.

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

### Business Overview

Our Company was incorporated as private limited Company under the name “Dove Soft Private Limited”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on August 19, 2011. Subsequently, our Company was converted into a public limited company pursuant to shareholders resolution passed at the general meeting of our Company held on August 17, 2022, and the name of our Company was changed to “Dove Soft Limited” and a fresh certificate of incorporation dated September 19, 2022, was issued by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74900MH2011PLC221087.

We are an integrated cloud communications solutions providers giving services via SMS, Voice, Whatsapp and Email. We provide services to various enterprises and over-the-top (OTT) players. Our range of services include Short Message Service (SMS), WhatsApp, Voice, Interactive Voice Response (IVR), Outbound Dialer (OBD) solution, E-mail and Digital Products. We cater to clients from various industries such as Telecom, Information Technology, Travel Tourism, Entertainment, Media, Advertising and Events, Retail, Real Estate, Healthcare and cosmetic, Banking, Financial Services, and Insurance, Automobile, E-commerce and Food and Beverages.

Our sales team approaches our clients and potential clients to promote their existing products/ services. After understanding the customer’s marketing needs for their product or service, our company presents its existing range of offerings. Based on the client’s requirements, our company tailors a custom plan. Once the client approves the proposed plan, our company proceeds to implement and execute the plan accordingly. We are committed to provide quality services to help grow and maintain the clients’ specific requirements. We have dedicated team comprising of skilled technicians.

**The table set forth below are certain key financial metrics on a consolidated basis for the periods indicated:**

Particulars*	(₹ in Lakhs)			
	As at July 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue from operations (₹ in lakhs)	2,923.83	7,559.88	3,558.04	2,265.64
Revenue from operations growth (%)	-	112.47%	57.04%	-
Earnings before interest, depreciation, tax & amortization (EBIDTA) (₹ in lakhs)	370.10	814.71	452.60	263.30
EBIDTA growth (%)	-	80.01%	71.90%	-
EBIDTA margin (%)	12.66%	10.78%	12.72%	11.62%
Profit before tax (PBT) (₹ in lakhs)	330.17	646.68	332.63	84.85

Particulars*	As at July 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
PBT growth (%)	-	94.41%	292.02%	-
PBT margin (%)	11.29%	8.55%	9.35%	3.75%
Profit after tax combined (PAT) (₹ in lakhs)	259.55	446.58	249.13	66.31
PAT growth (%)	-	79.26%	275.71%	-
PAT margin (%)	8.88%	5.91%	7.00%	2.93%
Debt to Equity Ratio	0.13	0.17	0.34	0.82
Return on Equity (RoE) (%)	11.11%	27.74%	36.32%	22.26%
Return on Capital Employed (RoCE)	13.58%	30.95%	36.42%	30.66%

\* All figures are as per restated financial statements.

Table set forth below is bifurcation of our standalone revenue under our business sectors:

(₹ in lakhs, except stated in %)

Business Segment	As at July 31, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Revenue (₹ in lakhs)	Contribution in revenue	Revenue (₹ in lakhs)	Contribution in revenue	Revenue (₹ in lakhs)	Contribution in revenue	Revenue (₹ in lakhs)	Contribution in revenue
Telecom	1,895.43	73.01%	3,648.25	68.61%	1,974.31	60.34%	959.44	42.35%
Information Technology	316.10	12.18%	721.07	13.56%	466.20	14.25%	355.77	15.70%
Travel Tourism	129.56	4.99%	71.30	1.34%	78.76	2.41%	227.90	10.06%
Entertainment, Media, Advertising and Events	86.26	3.32%	358.12	6.73%	231.07	7.06%	231.08	10.20%
Retail	43.81	1.69%	105.65	1.99%	68.56	2.10%	157.41	6.95%
Real Estate	35.23	1.36%	137.57	2.59%	164.19	5.02%	89.67	3.96%
Healthcare and cosmetic	33.80	1.30%	75.56	1.42%	69.46	2.12%	62.85	2.77%
Banking, Financial Services, and Insurance	18.90	0.73%	67.68	1.27%	80.94	2.47%	66.83	2.95%
Automobile	4.57	0.18%	16.65	0.31%	20.67	0.63%	4.78	0.21%
E-commerce	3.47	0.13%	7.03	0.13%	6.16	0.19%	-	-
Food and Beverages	1.50	0.06%	8.21	0.15%	5.62	0.17%	6.63	0.29%
Others	27.51	1.06%	100.31	1.89%	105.89	3.24%	103.27	4.56%
<b>Total</b>	<b>2,596.12</b>	<b>100%</b>	<b>5,317.42</b>	<b>100%</b>	<b>3,271.83</b>	<b>100%</b>	<b>2,265.64</b>	<b>100%</b>

The table below shows segment-wise breakdown of standalone revenue:

(₹ in lakhs, except stated in %)

Revenue Segment	As at July 31, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Revenue	% of revenue	Revenue	% of revenue	Revenue	% of revenue	Revenue	% of revenue
SMS	2,065.87	79.58	4,241.46	79.77	2,895.70	88.50	1,845.97	81.48
Digital Marketing	360.44	13.88	388.98	7.32	171.23	5.23	123.16	5.43
WhatsApp	154.01	5.93	166.88	3.14	62.75	1.92	-	-
Voices	15.32	0.59	486.62	9.15	46.40	1.42	26.73	1.18
Email	0.48	0.02	33.48	0.62	59.15	1.81	-	-

Revenue Segment	As at July 31, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Revenue	% of revenue	Revenue	% of revenue	Revenue	% of revenue	Revenue	% of revenue
Other Income	-	-	-	-	36.6	1.12	269.78	11.91
<b>Total</b>	<b>2,596.12</b>	<b>100.00</b>	<b>5,317.42</b>	<b>100.00</b>	<b>3,271.83</b>	<b>100.00</b>	<b>2,265.64</b>	<b>100.00</b>

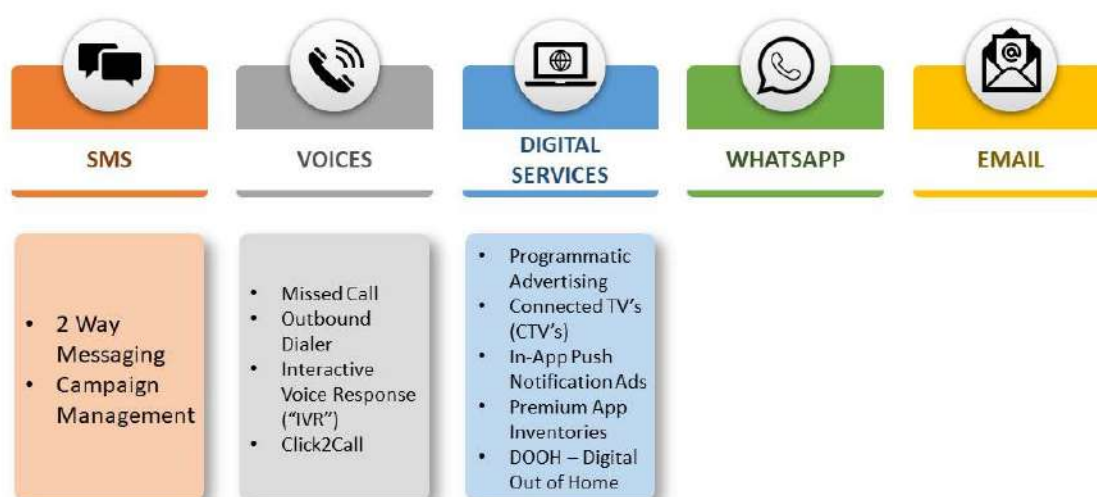
### Top 10 customers on standalone basis:

(₹ in lakhs, except stated in %)

Period	Revenue from operations	Revenue contribution of our top 10 customers	% of Revenue from Operations
For the period ended July 31, 2023	2,596.12	2304.38	88.76
As at March 31, 2023	5,317.42	3813.10	71.71
As at March 31, 2022	3,271.83	1717.40	52.49
As at March 31, 2021	2,265.64	726.30	32.06

### Brief details of our business services:

Our operations are internally aligned into the following business services:



#### ➤ SMS:

##### 1. 2Way Messaging

The 2Way messaging service empowers enterprises to maintain engaging interactions with end- customers through seamless and cost- effective message exchanges. It eliminates the necessity for extra applications, software, or financial investments, offering high customization to cater to the unique needs of each organization. Common applications of our 2Way Messaging service encompass surveys, account inquiries, process inquiries, call-back requests, subscription services, and specific and personalized information requests.

##### 2. Campaign Management

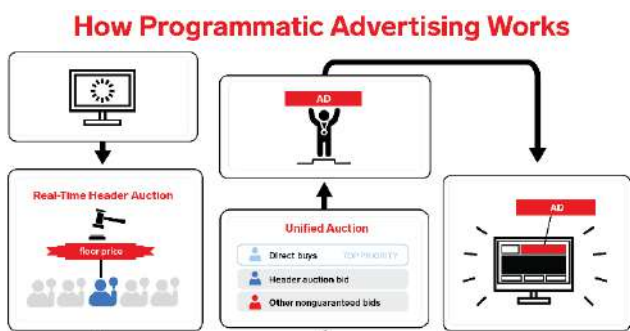
Campaigning management is a process of organising and running each step of campaign from planning to execution. Effective campaign management tools are integral to successful campaign execution for companies globally. Whether one operates with a compact or expansive team, leveraging these tools is paramount for accelerating productivity and streamlining your daily operations.

For instance, a brand is aiming to initiate an advertising campaign within the Mumbai, India subway to enhance brand visibility and awareness. This campaign encompasses various components such as engaging a creative agency for ad creation, refining ad copy, identifying the target audience, selecting appropriate ad placement locations, and orchestrating complementary social media advertisements and our Company manages these types of marketing and promotional activities for the clients.

We manage these type of marketing and promotional activities for clients.

➤ **Digital Services:**

1. *Programmatic Advertising*



Programmatic advertising is a system that automates the processes and transactions involved with purchasing and dynamically placing ads on websites or apps. Programmatic advertising makes it possible to purchase and place ads, including targeted advertising content, in less than a second.

Ads are placed through an auction system known as real-time bidding (RTB) that manages transactions between the site or app publisher (the supply side) and the advertiser i.e. the Company (the demand side). The advertiser sets criteria for buying ads through a software interface, such as a demand-side platform (DSP). When a publisher's software notifies the system that they have ad inventory (spaces for ads) available, those spaces are offered for real-time bidding. The entire process takes place between the time that a user requests a web page and the time it takes for that page to load in the browser.

We assist agencies and brands in strategizing, implementing, and implementing high-impact advertising campaigns by crafting compelling custom rich media creatives and leveraging advanced targeting techniques.

2. *Connected TV's (CTV's)*

Connected TV (CTV) advertising refers to video ads that are delivered via streaming service during a viewer's movie, TV show, or other video content and viewed on an actual TV set. This viewing could be either directly on a smart TV or via a connected device like a Roku or Fire stick or any other device.

CTV advertising is revolutionizing the landscape of digital marketing and advertising experiences. Unlike traditional TV, the Internet, being a universal platform, enables the availability of content from anywhere in the world.

3. *In-App Push Notification Ads*

Push notifications are immediate messages containing announcements and sales offers, directly sent to individuals' mobile devices or web browsers. Push ads boast high click-through rates, making them exceptionally effective across various industry verticals, delivering outstanding results.

4. *Premium App Inventories*

Premium advertising inventory refers to a website's more desirable and expensive ad space, like banner ads. Premium ad inventory is highly visible to website visitors and thus valuable to marketers. With it, one can get their app's brand in front of many viewers.

5. *DOOH – Digital Out of Home*





Digital Out-Of-Home (DOOH) advertising involves e-displaying dynamic promotional media such as videos, animations, and brand advertisements. Simply put, DOOH refers to any digitized advertising display that can be seen on the streets or at places of public gathering, such as stadiums and malls. Marketers can now achieve widespread personalization by integrating data-driven targeting with dynamic creative capabilities. This innovative approach empowers brands to dynamically modify advertisement content based on real-time data, revolutionizing the way they engage with their audience.

## ➤ WhatsApp Services

As consumers strongly correlate WhatsApp with comfort, convenience, and familiarity, the enterprises can leverage this perception by utilizing the WhatsApp Business API to access promotional and transactional Services. WhatsApp offers variety of services, including one-way notifications, encompassing order and payment updates, reminders, boarding passes, invoices, suggestions, and authentication codes. Furthermore, WhatsApp facilitates two-way conversations, empowering businesses to utilize their customers' preferred chat app for smooth communication. This includes offering essential services like customer support and conducting feedback surveys, enhancing the overall user experience.

## ➤ Voice

The Wholesale Voice Service offers voice technologies, enabling enterprises and operators to engage in global phone calls and integrate advanced voice features like text-to-speech, conferencing, recording, and transcription. Our extensive solution portfolio offers international wholesale voice-over-internet-protocol termination services as well as enterprise voice solutions. Leveraging our platform and APIs, both enterprises and operators can cater to their needs for contact centers, call tracking, analytics solutions, and seamless communications. Our wholesale voice service seamlessly operates over both traditional public switched telephone networks and internet protocols.

### 1. Missed Call

The missed call service serves as an engagement tool, allowing customers to provide inbound inputs through a straightforward and cost-free phone call. This tool can be deployed to gather responses or address inquiries, sending automated messages or scheduling calls with customers accordingly.

The missed call service operates by publishing a virtual mobile number across diverse mediums like billboards, banners, or promotional messages. When a customer dials the number, the call is redirected to our server and is subsequently disconnected. The caller's information is recorded in our systems. Following this, an automated response is promptly dispatched to the customer in the form of a text message, an Interactive Voice Response (IVR), or an actual phone call initiated by a customer care executive.

### 2. Outbound Dialer



The outbound dialer facility allows enterprises to automatically make calls to pre-defined customer lists and deliver one-time passwords, promotional messages, or reminders in accordance with their specific needs.

The message for broadcasting is generated and uploaded as an audio file, accompanied by a list of phone numbers. Our system then autonomously dials the provided numbers and plays the recorded audio. Call statuses are updated in the database. For any calls that receive no response, the system automatically redials at designated intervals within a specified

timeframe. The outbound dialer empowers enterprises to access reports on the voice panel, offering insights into total calls, successful calls, failed calls, and calls with no response.

### 3. Interactive Voice Response (“IVR”)

#### How a call moves through the IVR system



IVR is a system that captures customer inputs through phone interactions and generates appropriate responses. IVR functionality covers both inbound and outbound capabilities. While IVR effectively manages incoming calls, combining it with an outbound dialer extends its capability to initiate calls and gather customer responses for various campaigns and surveys.

IVR serves multiple functions, including providing instructions, accessing and reading data to customers, and recording customer input. In outbound IVR scenarios, a call is initiated to customers, during which a voice prompt is played. The responses follow a predefined flow, and actions are determined based on clients’ inputs. The service can utilize static, pre-recorded, or personalized voice responses. Campaign results are shared with analytics teams for further analysis. In the case of inbound IVR, customers can call a designated IVR number to seek information, avail offers, or participate in contests.

The IVR facility is most prevalent for telephone banking for tasks such as checking account balances, making payments, facilitating transfers, and addressing other account-related queries. Additionally, it is widely utilized in order management processes, facilitating the placement and confirmation of orders. Furthermore, IVR is essential in online subscriptions, ticket bookings, providing arrival and departure information, as well as customer care and support services across different sectors.

### 4. Click2Call



The Click2Call service is a tool that enables instantaneous calling with cloud-based backend support.

The clients have the option to integrate our widget into their website, enabling them to initiate a call between our agent and the customer as soon as the customer provides their contact number.

### ➤ Email

Our enterprise-level email sender service elevates customer communication by delivering content-rich and user-friendly emails. Clients benefit from advanced campaign management tools, including A/B testing, a user-friendly drag & drop editor, campaign previews across various interfaces, precise segmentation, in-depth campaign reports, and guaranteed instant inbox delivery.

#### Competitive Strengths

We believe that the following are our primary competitive strengths:

- **Sustainable business model and consistent financial track record**

Our total revenue increased at a CAGR of 82.67% from ₹ 2,265.64 Lakhs in Fiscal 2021 to ₹ 7,559.88 Lakhs in Fiscal 2023. Further, our revenue is directly linked to usage based on each transaction or communication sent by clients and is based on a pricing model where we have an ability to change the prices offered based on prevailing market rates or owing to increase in rates by MNOs as a result of regulatory action or legislation. We have experienced sustained growth in our business in recent years. We believe that our sustained growth is attributable to our high operating margins and low-cost base.



- **Diversified product portfolio resulting in our lesser dependence on a single industry, product or services.**

We have a diversified range of products and services ranging from Telecom, Information Technology, Travel Tourism, Entertainment, Media, Advertising and Events, Retail, Real Estate, Healthcare and cosmetic, Banking, Financial Services, and Insurance, Automobile, E-commerce and Food and Beverages. We believe that our diversified product portfolio and customer base aligned with increasing market demand is a key component of our growth and success. This reduces our dependence on a single product or services and also enables us to reduce our exposure to a sector specific declines, local or regional economic downturns, disruptions from political circumstances and/or natural disaster.

- **Scalable delivery platform supported by robust infrastructure**

Our cloud-based delivery platform enables us to build and manage applications without having to create and maintain the underlying infrastructure for each client. It enables us to provide enterprises with solutions to operate applications without purchasing, configuring or managing the underlying hardware and software. We currently operate at a throughput per second (TPS) capacity of over 3,000 messages per second. Our 3 strategically located data centres provide our operations with the resilience required to meet the requirements of our clients. Additionally, our scalable platform requires limited capital expenditure as and when we add new clients or new services or when traffic volumes increase. Our platform allows our clients to scale elastically without having to redevelop their applications or change their communications infrastructure. Our ability to consistently deliver on stringent service level agreements with our clients reflects our robust infrastructure.

- **Experienced Promoter and senior management team**

Our Promoter, Rahul Bhanushali possess experience of more than a decade of working in the telecom sector. His experience in the telecommunications field, is supplemented by our senior management team, which includes seasoned professionals with experience in various companies, as well as professionals with deep experience in sales and marketing. Our senior management team significant experience in all aspects of our business operations. Our Experienced management team's in-depth understanding of Industry trends, target markets, client demand and preferences for communication applications have enabled us to adapt and diversify our offerings and also leverage market opportunities which in turn has helped our business to grow. For further information on our management team, see "*Our Management*" on page 123.

## **Business Strategies**

Our business strategies are focused on the following elements:

- **Continue to develop omni-channel digital communication offerings and innovative solutions**

We have continuously focused on retaining and deepening relationships with our existing customer base with the help of a dedicated key accounts management team. We have grown our revenues with respect to particular customers and intend to focus on revenue expansion through a wider range of services and solutions to our existing customers. We intend to leverage newer solutions with our existing customers and position ourselves as the partner of choice for these customers. We believe that offering a one-stop solution addressing enterprises' communication requirements across all digital channels will increase stickiness of our relationship with our existing customers and augment our ability to serve start-ups and young enterprises. These differentiated offerings will also help us initiate business engagement with potential customers who do not currently use our services. We continue to track new technologies, industry segments and market trends in the mobile technology sector. We intend to leverage our existing platform, diverse enterprise client base and Super Network to capitalize on the growth opportunity in cloud-communications space and endeavour to be a one stop communications solution provider to such enterprise clients and MNOs.

- **Grow presence in additional markets to serve clients locally and globally**

With our position in the cloud-communication space coupled with the anticipated growth in this sector, we intend to continue to grow in the markets where we currently operate and further expand our offerings in additional markets. We intend to meet the requirements of a broader range of global enterprises. In order to attract and secure new clients, we will continue to develop our network of offices to increase awareness amongst enterprises. We also plan to focus on further strengthening our position in certain important markets, such as Middle East and North Africa Region, Canada and Dubai, which have significant potential for cloud-communication services. Currently, we are operating in Dubai through our subsidiary namely Dove Soft Technologies Private Limited. In addition to the aforementioned, we continue to target expansion into newer geographies directly through strategic acquisitions. We believe this allows us to meet regulatory requirements that require service providers to have a direct presence in the region, ensures regional expertise and enables us to maintain lower operating costs.

- **Enhance service offerings through organic and inorganic opportunities**

We continue to focus on building our presence in new markets and addressing the need for cloud-communications services in new industries. We intend to continue our strategic expansion plans through inorganic growth opportunities in new markets and geographies allowing us to complement our existing operations. Through strategic acquisitions, we intend to increase the scale of our operations, access new clients and enter high-growth geographies in a cost effective manner.

We believe that our experience, track-record and approach of identifying and implementing our inorganic growth strategy will enable us to acquire and successfully integrate new businesses. In conjunction with our organic growth strategies, we intend to pursue strategic acquisitions or investments by selectively evaluating targets in order to increase our product and service offerings, expand our existing client base and our geographic reach to strengthen our position as a global cloud-communication platform services provider. We continue to evaluate potential opportunities that would allow us access to superior technology, a larger client base as well as direct connectivity to mobile operators. We also intend to leverage our inorganic growth and strategic acquisitions and partnerships to increasingly cross-sell our products and services to our expanded client base.

- **Invest in Research and Development**

To maintain a competitive edge and drive innovation, allocate resources to research and development (R&D). Continue to invest in cutting-edge technologies, such as AI, machine learning, and blockchain, to enhance your CPaaS offerings. Focus on creating new features and functionalities that cater to evolving customer needs. Additionally, explore opportunities to develop custom solutions for specific industries, like healthcare, finance, and e-commerce, to broaden your market reach and revenue streams. Demonstrating a commitment to R&D can be an attractive proposition for potential investors and show that your company is at the forefront of technological advancements in the CPaaS industry.

### **Approach to Marketing**

Our marketing team executes a strategy to raise awareness and inform current and prospective clients about our products and services as well as new offerings. Primary channels used by us include digital marketing, events and exhibition participation. We also attend several other regional exhibitions to interact with MNOs, enterprises, partners and existing and potential clients. The sales team is primarily focused on selling our services and solutions to enterprises, and growing existing enterprise client accounts. In addition, we strategically work with channel partners to further extend our sales and marketing reach. These partners have a strong reach in their respective geographies and they resell our services.

### **Technology**

We are a technology driven company, where our capabilities are underpinned by our in-house team. Our technology provides us with data analytics and scalable technology platforms that are capable of delivering our wide range of integrated products with ease of use.

## Capacity and capacity utilization

Capacity and capacity utilization are not applicable to our company since our business is not in the nature of a manufacturing concern with specified installed capacity.

## Plant and machinery

Our Company does not own plant and machinery, since it operates in service sector.

## Collaborations / performance guarantee

As on the date of filing of this Draft Red Herring Prospectus, our company has not entered into any collaborations or any performance guarantee.

## Intellectual property

For details related to intellectual property, please refer section titled “*Government and other key approvals*” on page 192 of this Draft Red Herring Prospectus.

## Insurance

We maintain insurance coverage under various insurance policies for, among other things, our furniture & fixtures and commercial vehicle, as may be required. We believe that we maintain all material insurance policies that are customary for companies operating in our industry. The insurance policies are reviewed periodically to ensure that the coverage is adequate. Although we attempt to limit and mitigate our liability for damages our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages. For further details, please refer to “*Risk factors*” on page 28 of this Draft Red Herring Prospectus.

## Competition

We operate in a highly competitive industry. Currently, there are various unorganised players providing similar type of services. Existing established players in the local vicinity gives us major competition in terms of technology, products and services. We also face competition from various agencies which provide same services as ours in both online and offline ways with different innovations, So, there is a constant flow of competition in the market with moving demand and supply.

## Human Resources

Department wise break up of Employees as on November, 2023:

Sr. No.	Department	No. of Employees
1.	Management	3
2.	Administration	7
3.	Back office	2
4.	Information Technology	6
5.	Operations	2
6.	Sales	16
7.	Accounts and Finance	7
8.	Human Resources	2
9.	Legal and compliance	1
<b>TOTAL</b>		<b>46</b>

## Utilities and infrastructure facilities

- **Registered Office**

Our registered office is located at Office No. 1101, DLH Park, Opp. MTNL, Goregoan (West), Mumbai-400062, Maharashtra, India

Our registered office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

- **Power and electricity**

Our Company meets its power requirements at our registered office from local power supply company and the same is sufficient for our day-to-day functioning.

- **Water**

Our registered office has adequate water supply arrangements for human consumption purposes. The requirements are fully met at our existing premises.

### Properties

We operate out of following properties as on the date of this Draft Red Herring Prospectus:

Sr. No.	Location	Purpose of use	Description
1.	Office No. 1101, DLH Park, Opp. MTNL, Goregoan (West), Mumbai-400062, Maharashtra, India	Registered Office	Leave and license agreement dated December 20, 2022, between Dhruva Enterprise LLP (Licensor) & Dove Soft Limited (Licensee) for a term of sixty months commencing from January 01, 2023 at ₹ 8,10,000 per month with security deposit paid of ₹ 32,40,000 and the said rent will increase by 5% twelve months.
2.	205, Syphon Gardenia, Opposite Lubi Pump, SP Ring Road, Ahmedabad-382330, Gujarat, India	Branch Office (Co-Work space)s	Co Work space contract dated April 01, 2022, between Rootcause Technology Private Limited and Dove Soft Limited for a period of three years from April 01, 2022 to March 31, 2025 for using 5 workstations.
3.	E 3, Rani Jhansi Road, Block E 4, Jhandewalan Extension, Jhandewalan, New Delhi, Delhi- 110055	Branch Office (Co- Work Space)	Co Work space contract dated February 09, 2023, between 91 Springboard Business Hub Private Limited and Dove Soft Limited valid till any of the parties terminate the agreement.
4.	1406 Sobha Sapphire Opp. Capital Golden Tower, Business Bay, Dubai	Branch Office	Memorandum of Understanding dated September 22, 2022, between Dove Soft Technologies Private Limited and Dove Soft Technology

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from various legislations including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities and publications available in the public domain. The description below may not be exhaustive, and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.*

*The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, see “Government and Other Approvals” on page 192. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.*

*Following is an overview of some of the important laws and regulations, which are relevant to our business.*

### **INDUSTRY-SPECIFIC LAWS**

#### **The Shops and Establishment legislations.**

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

#### **The Registration Act, 1908**

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose. The purpose of Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. Evidence of registration is available through an inspection of relevant land records, which usually contains details of the registered property.

#### **The Indian Stamp Act, 1899 (“Stamp Act”)**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp

Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

### **The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder**

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. 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, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

### **The Personal Data Protection Bill, 2019 (“Data Privacy Bill”)**

The Data Privacy Bill, which proposes to supersede the Information Technology Act, 2000 deals with the provisions relating to compensation payable by companies for failure to protect personal data. The Data Privacy Bill also establishes a Data Protection Authority of India. Currently, the Data Privacy Bill categorizes two kinds of data, (a) “Personal Data” data about or relating to a natural person who is directly or indirectly identifiable, having regard to any characteristic, trait, attribute or any other feature of the identity of such natural person, whether online or offline, or any combination of such features with any other information, and shall include any inference drawn from such data for the purpose of profiling; and (b) “Sensitive Personal Data” includes such personal data, which may, reveal, be related to, or constitute, amongst others: (i) financial data; (ii) health data; (iii) official identifier; (iv) sex life; (v) sexual orientation; and (vi) biometric data. The applicability of the Bill also extends to foreign companies that handle data of individuals in India. The Bill accords certain rights to individuals with respect to the protection of their data. However, there are certain exceptions to protection offered under the Data Privacy Bill, such as, act done in interest of security of state, public order, sovereignty and integrity of India and friendly relations with foreign states, and act done for preventing incitement to commission of any cognizable offence relating to the above matters. Processing of personal data is also exempted from provisions of the Data Privacy Bill under certain conditions, as long as such processing is for a specific, clear and lawful purpose, this includes an act undertaken for prevention, investigation, or prosecution of any offence, or personal, domestic, or journalistic purposes. As on date, the Data Privacy Bill is pending with Joint Parliamentary Committee, and is yet to be notified and take effect.

### **Non-Personal Data**

The Government of India is also considering enacting a legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology, Government of India, formed a

committee of experts (“**NPD Committee**”) to recommend a regulatory regime to govern non-personal data (“**NPD**”). The NPD Committee has released two reports till date, which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with government and corporations alike and a registration regime and for “data businesses”, being business that collect, process or store data, both personal and non-personal.

### **New Telecom Policy, 1999, modified by the Department of Telecommunications, GoI on August 5, 2016 (“New Telecom Policy”)**

The New Telecom Policy was introduced in 1999 and has undergone various amendments, including the latest amendment which was passed on August 5, 2016. Under the New Telecom Policy, for applications such as ecommerce, tele-banking, tele-education and tele-trading, other service providers will be allowed to operate using infrastructure provided by various access providers. No license fee is charged but registration for specific services being offered is required. These service providers do not infringe on the jurisdiction of other access providers and do not provide switched telephony.

The Telecom Regulatory Authority of India has the power to issue directions to service providers and to adjudicate all disputes between the GoI (in its role as service provider) and any other service provider.

### **Telecom Commercial Communications Customer Preference Regulations, 2018 (Customer Preference Regulations)**

The Telecom Regulatory Authority of India (TRAI) notified the Customer Preference Regulations on July 19, 2018, to curb the problem of unsolicited commercial communication. The Regulations, *inter alia*, provide for: the registration of senders (businesses and telemarketers) with telecom service providers to reduce the ability of unknown entities reaching out to customers with calls and messages that are fraudulent or otherwise of dubious nature; registration of headers, that is, an alphanumeric string of character or numbers assigned to a sender of commercial communications for segregating different types of messages related to one time passwords, balance inquiries, flight alerts, special offers, etc.; and providing control to the customer to consent to receiving commercial communication and the ability to revoke the consent already granted. Additionally, the concept of registered templates for both message service and voice communication has been introduced to prevent deliberate mixing of promotional messages into the transactional stream. Under these Regulations, it has been mandated that all access providers using SMS to register Entities, Sender IDs, SMS templates in a centralized Distributed Ledger Technology (DLT) portal from operators. The DLT platform enables a single, sequenced, standardized and cryptographically-secured record of activities by a network of varied participants. Communication messages like OTP, verification codes, notification, etc. sent by businesses to their customers need to be registered in the TRAI DLT platform. Access Providers are required to adopt DLT with permissioned and private DLT networks for implementation of the system, functions and processes as prescribed in Code(s) of Practice to ensure that all necessary regulatory pre-checks are carried out for sending Commercial Communication, and to operate smart contracts among entities for effectively controlling the flow of Commercial Communication.

### **Consumer Protection Act, 2019 (the “Consumer Protection Act”) and rules made thereunder**

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, *inter alia* to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of deficiency of services, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakh rupees.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“MoCA”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“ECommerce Rules”) which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, and sellers of products and services. Further, the MoCA has also released the discussion paper in relation to the draft amendments to the E-Commerce Rules for public consultation.

### **The Micro, Small and Medium Enterprises Development Act, 2006 (the “MSME Act”)**

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”) In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. 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.

### **Local Municipal Laws**

Our Company is subject to various laws framed by the municipal corporations of the states in which our stores and distribution and packing centres are located, which regulate and require us to obtain licenses for, among others, selling certain kinds of food products, quantity of products which can be stocked, sold and packed and usage of hoardings.

## **TAX RELATED LAWS**

### **Income Tax**

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

### **Goods and Service Tax (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017(UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under. It replaces following indirect taxes and duties at the central and state levels.

### **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or



gains in vocations. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

## **LABOUR LAWS**

### **Factories Act, 1948**

The Factories Act, 1948, as amended (the "Factories Act"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

### **Payment of Wages Act, 1936 ("POW Act")**

The POW Act was enacted with a view to ensuring that wages payable to employed persons covered by the Act were disbursed by the employers within the prescribed time limit and that no deductions other than those authorised by law were made by them. It applies to the persons employed in a factory, industrial or other establishment, where the monthly wages payable are less than Rs.21,000/- whether directly or indirectly, through a sub-contractor and provides for the imposition of fines on persons responsible for payment of wages and deductions and lays down wage periods. Employers have to compulsorily maintain register of wages, register of fines, register of deduction for damages or loss, and register of advances in the prescribed forms.

### **Employees' Compensation Act, 1923**

The EC Act was enacted to provide for the payment by certain classes of employers to their employees of compensation for injury by accident. The term "employer" under the EC Act includes any body of persons whether incorporated or not and any managing agent of an employer and the legal representative of a deceased employer, and, when the services of an employee are temporarily lent or let on hire to another person by the person with whom the employee has entered into a contract of service or apprenticeship, means such other person while the employee is working for him. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The POSH Act was enacted to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The POSH Act mandates every employer to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace. The POSH Act provides that employers must formulate a policy against sexual harassment at workplace and that policy needs to be disseminated. The POSH Act defines sexual harassment to include any unwelcome acts or a sexually determined behaviour (whether directly or by implication). Workplace under the POSH Act has been defined very broadly to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and any place visited by the employee arising out of or during the course of employment.

### **Industrial Disputes Act, 1947 (“ID Act”)**

The ID Act was enacted to make provisions for, inter alia, the investigation and settlement of industrial disputes. Industrial dispute under the ID Act means any dispute or difference between employers and employees, or between employers and workmen, or between workmen and workmen, which is connected with the employment or non-employment or the terms of employment or with the conditions of labour, of any person. The ID Act enumerates the contingencies when a strike or lock-out can be lawfully resorted to, when they can be declared illegal or unlawful, conditions for laying off, retrenching, discharging or dismissing a workman, circumstances under which an industrial unit can be closed down and other matters related to industrial employees and employers.

### **The Code on Social Security, 2020 (“Social Security Code”)**

The Government of India enacted The Code on Social Security, 2020 which received the assent of the President of India. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, inter alia, the Employees Compensation Act, 1923, the Employees, State Insurance Act, 1948, the Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employees Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020 were notified on November 13, 2020. The draft rules propose to subsume, inter alia, the Employees State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Wages, 2019 (the “Wage Code”)**

The Government of India enacted The Code on Wages, 2019 which received the assent of the President of India. The code proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In pursuance of the code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

**Certain other Labour laws and regulations that may be applicable to our Company include the following:**

- Child Labour (Prohibition and Regulation) Act, 1986;
- Equal Remuneration Act, 1976;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- Minimum Wages Act 1948;
- Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- Trade Union Act, 1926;
- Public Liability Insurance Act, 1991

### **INTELLECTUAL PROPERTY LAWS**

Certain laws relating to intellectual property rights such as patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 trademark protection under the Trade Marks Act, 1999, and design protection under the Designs Act, 2000 are also applicable to us.

The Copyright Act, 1957 (the “Copyright Act”) governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as a prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

The Trademarks Act, 1999 (the “Trademarks Act”) provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

Under statute, India provides for the patent protection under the Patents Act, 1970 (the “Patents Act”). The Patents Act governs the patent regime in India and recognizes process patents as well as product patents. Patents obtained in India are valid for a period of 20 years from the date of filing the application. The Patents Act also provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

The Designs Act, 2000 (the “Designs Act”) protects any visual design of objects that are not purely utilitarian. An industrial design consists of the creation of a shape, configuration or composition of pattern or colour, or combination of pattern and colour in three-dimensional form containing aesthetic value. It provides an exclusive right to apply a design to any article in any class in which the design is registered.

## **GENERAL LAWS**

### **Indian Contract Act**

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

### **Sale of Goods Act, 1930 (the “Sale of Goods Act”)**

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### **The Companies Act, 2013**

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between the set of competing factors, namely, management autonomy and investor protection.

### **The Specific Relief Act, 1963**

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. “Specific performance” means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Customs Act, 1962 (“Customs Act”)**

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, Government of India.

### **Foreign Investment related Laws and Regulations**

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”) from time to time. Under the current FDI Policy (effective October 15, 2020) 100% foreign direct investment is permitted in the animal husbandry sector, under the automatic route.

As per the SEBI (Foreign Portfolio Investors) Regulations, 2019 (“**SEBI FPI Regulations**”), investments by Foreign Portfolio Investors (“**FPIs**”) in the capital of an Indian company under the SEBI FPI Regulations are subject to individual holding limits of 10% of the total paid up equity capital on a fully diluted basis of the company per FPI. If the investment exceeds the threshold limit of 10% the investor must divest the excess holding within five days of the breach, and if not accordingly divested, the entire investment in the company by the FPI shall be considered as FDI and the FPI will be prohibited from making further investments in the company under the regulations.

### **OTHER LAWS:**

In addition to the above, our Company is also required to comply with the provisions of the SEBI regulations and rules framed thereunder, and other applicable statutes enacted by the Government of India or relevant state governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief History of our Company

Our Company was incorporated as private limited Company under the name “Dove Soft Private Limited”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on August 19, 2011. The status of the Company was changed to public limited and the name of our Company was changed to “Dove Soft Limited” vide Special Resolution dated August 17, 2022. The fresh certificate of Incorporation consequent to conversion was issued on September 19, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74900MH2011PLC221087. Nikhil D Shah, Virendra B Shah, Chirag Shah and Rahul B Bhanushali were the initial subscribers to the Memorandum of Association (MOA) of our Company. For further details of our Promoters please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page 138 of this Draft Red Herring Prospectus.

### Corporate Profile of our company

For information on our Company’s profile, activities, products/services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 101, 93, 123, 148 and 177 respectively of this Draft Red Herring Prospectus. Our Company has eight shareholders as on the date of filing of this Draft Red Herring Prospectus.

### Changes in the Registered Office of our Company since incorporation

Currently, the Registered Office of our company is situated at Office No. 1101, DLH Park, Opp. MTNL, Goregoan West, Mumbai- 400062, Maharashtra, India. We set out below the changes in registered office of our Company since inception till filing of this Draft Red Herring Prospectus.

Date of Change	Registered Office Address
On Incorporation	206, Orbit Premises, Off New Link Road, Mindspace, Near Chincholi Bander, Malad West, Mumbai- 400064, Maharashtra, India.
May 01, 2015	213, Orbit Indl Estate, Opp New Link Road, Chincholi Bander, Malad West, Mumbai- 400064, Maharashtra, India.
December 20, 2015	Unit No. 62-63, 2nd Floor Aditya Industrial Estate, Off Link Road, Mind Space, Chincholi Bandhar, Malad West, Mumbai- 400064, Maharashtra, India.
November 14, 2017	803,804 Quntum Tower, off S.V. Road Ram Baug, Malad West, Mumbai- 400064, Maharashtra, India.
December 23, 2022	Office No. 1101, DLH Park, Opp. MTNL, Goregoan West Mumbai- 400062, Maharashtra, India.

### Major Events in the History of our Company

Year	Key Events / Milestone / Achievements
2011	Incorporation of our Company in the name style of ‘Dove Soft Private Limited’.
2016	Topline of our company crossed ₹ 10 Crore.
2022	Change in constitution of our company from Private to Public Limited.
2023	Topline of our company crossed ₹ 50 Crore.

### Awards & Recognitions

Year	Certifications/Awards
2019	Awarded by CIORReviewIndia as 20 Most Promising Unified Communications Solutions Providers- 2019
2023	Awarded by Outlook Business Spotlight as Visionary Leader Awards 2023

## Main objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business of Software designing, development, customization, implementation, maintenance, testing, benchmarking, designing, developing, and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, or otherwise for providing SMS and e-mail, services, short code, voice calls, domain registry, hosting of websites, selling of promotional gift voucher services, making of new information & dynamic websites for clients and help them networking through such bulk services.
2. To carry on the business of Software Development and to undertake IT enabled services like call Centre Management, Medical and legal transcription, Data processing, warehousing and database management and designing and dealing Computer Software, and to import, export, sell purchase or otherwise deal in Computer Software packages and to carry on the business of dealing in all kinds of telecommunication software's to enable the clients, customers, to reach the people through the software enabled services.

## Amendments to the Memorandum of Association of our company since incorporation

Since Incorporation, the following changes have been made to the Memorandum of Association of our Company:

Sr. No.	Particulars of Amendment	Date of Shareholders Approval
1.	Increase in authorized share capital of our Company from ₹ 2,00,000 divided into 20,000 Equity shares of ₹ 10 each to ₹ 10,00,000 divided into 1,00,000 Equity shares of ₹ 10 each.	March 31, 2020
2.	Alteration of main object clause of MOA by inserting a new sub-clause (3) and (4) after sub-clause (2) of Clause III (A) of the Memorandum of Association of Company.	March 01, 2021
3.	Adoption of new set of Memorandum of Association in pursuance to the Companies Act, 2013.	June 22, 2022
4.	Conversion of private company into public company and subsequent change of name of our Company from “Dove Soft Private Limited” to “Dove Soft Limited”.	August 17, 2022
5.	Increase in authorized share capital of our Company from ₹ 10,00,000 divided into 1,00,000 Equity shares of ₹ 10 each to ₹ 35,00,00,000 divided into 3,50,00,000 Equity shares of ₹ 10 each.	June 22, 2022
6.	Alteration of main object clause of MOA by removing a sub-clause (3) of Clause III (A) of the Memorandum of Association of Company.	October 16, 2023
7.	Alteration of main object clause of MOA by removing a sub-clause (4) of Clause III (A) and alteration of ancillary clause of MOA by inserting sub-clause 47 of the Memorandum of Association of Company.	September 09, 2023

## Capital Raising (Debt/Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled “Capital Structure” on page 64 of this Draft Red Herring Prospectus.

## Injunctions or Restraining Orders

There are no injunctions/ restraining orders that have been passed against the Company.

## **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company has not made any acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last ten years preceding the date of this Draft Red Herring Prospectus.

## **Defaults or rescheduling of borrowing with financial institutions/banks**

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with any financial institutions/banks in respect of borrowings of our Company.

## **Promoters of our Company**

The Promoters of our Company are Rahul Bhanushali, Kurjibhai Rupareliya and Sky Ocean Infrastructure Limited. For details, see “*Our Promoters and Promoter Group*” beginning on page 138 of this Draft Red Herring Prospectus.

## **Details of holding company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any Holding Company.

## **Details of subsidiary or associate company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate company. Also, as on date this Draft Red Herring Prospectus our company has only subsidiary, namely;

### ***Dove Soft Technologies Private Limited (DSTPL)***

#### ***Corporate Information***

Dove Soft Technologies Private Limited is Corporate Identification Number is (CIN) U64200MH2021PTC367066 and its registration number is 367066. Its registered address is Office no. 1101DLH Park, Near MTNL Signal, Malad, Mumbai, Malad West, Maharashtra, India, 400064.

#### ***Nature of Activities***

DSTPL is engaged in the business of telecom infrastructure, internet service provider, dark cable business, providing assets such as dark fibres, rights of way, duct space, and towers and provides telecommunication service namely transmission of voice, video, and data via fibre optics cables, electronic mean global workstation network, wireless and satellite transmission.

#### ***Board of Directors***

<b>Name of the Director</b>	<b>DIN</b>
Udit Naidu	09308675
Rahul Bhanushali	03561905

#### ***Shareholding Pattern***

<b>Name of the shareholder</b>	<b>% of holding</b>
Dove Soft Limited	90%
Udit Naidu	10%

#### ***Financial Information***

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the audited financial statements of DSTPL for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 in terms of the SEBI ICDR Regulations are available on the website of DSTPL at [www.dovesofttech.io](http://www.dovesofttech.io)

### ***Significant adverse factors relating to our Subsidiary***

Our Subsidiary are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up/insolvency proceedings.

### ***Loss making Subsidiary***

Our Subsidiary has incurred loss the financial year 2021-22 amounting to ₹ 28,34,215.

### ***Defunct Subsidiary***

Our Subsidiary has not become defunct under the Companies Act and no application has been made to the Registrar of Companies for striking off its name during the five years preceding the date of filing of this Draft Red Herring Prospectus.

### ***Common pursuits of Subsidiary***

Our Subsidiary Company is authorised to carry on business activities similar to that of our Company's business, pursuant to the provisions of their respective memorandum of association or charter documents. As and when conflicts arise, we will examine similar viable solutions under applicable law and as determined by our Board of Directors.

### ***Accumulated Profits or Losses of our Subsidiaries***

There are no accumulated profits or losses of our Subsidiary, not accounted for, by our Company as on the date of the Draft Red Herring Prospectus.

### **Number of shareholders of our Company**

Our Company has 8 (eight) shareholders as on the date of filing of this Draft Red Herring Prospectus.

### **Shareholders Agreements**

Our Company has not entered into any shareholders agreements as on the date of this Draft Red Herring Prospectus.

### **Other Agreements**

Our Company has not entered into any specific or special agreements except that have been entered into in Ordinary course of business as on the date of filing of this Draft Red Herring Prospectus.

### **Material Agreements**

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

### **Joint Ventures and Collaborations**

As on date of this Draft Red Herring Prospectus, our Company is not a party to any joint venture or collaboration agreements.



## **Competition**

For details on the competition faced by our Company, please refer to the chapter titled “*Our Business*” beginning on page 101 of this Draft Red Herring Prospectus.

## **Strategic and financial partnerships**

Our Company has no strategic and financial partners as on the date of filing of this Draft Red Herring Prospectus. For details related to business activity please refer chapter titled “*Our Business*” on page 101 of this Draft Red Herring Prospectus.

## **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement, as on the date of filing this Draft Red Herring Prospectus.

## **Launch of key products or services, entry or exit in new geographies**

Our customer base is purely based in India. For details of launch of key products or services, please refer to the chapter “*Our Business*” on page 101 and “*Objects of the Offer*” on page 77 of this Draft Red Herring Prospectus.

## **Time and Cost Overruns in Setting-up Projects**

There are no time and cost overruns in setting-up of Projects as on date of this Draft Red Herring Prospectus.

## **Lock-out or strikes**

There have been no lock-outs or strikes in our Company since inception.

## **Changes in the activities of our Company during the last five years**

There have been no changes in the activities of our Company during the last five years.

## **Corporate Profile of our Company**

For details on the description of our Company’s activities, the growth of our Company, please see “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis of the Offer Price*” on page 101, 177 and 83 of this Draft Red Herring Prospectus.

## **Changes in the Management**

For details of change in management, please see chapter titled “*Our Management*” on page 123 of the Draft Red Herring Prospectus.

## **Changes in accounting policies in last three (3) years**

There have been no changes in accounting policies of our Company in last three years.

## **Guarantees provided by our Promoters**

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

Our Company currently has eight directors on its Board, including three independent directors and one women director. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” on page 260 of this Draft Red Herring Prospectus.

### Board of Directors

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

Name, Father’s Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><b>Rahul Bhanushali</b></p> <p><i>Father’s Name:</i> Bhupendra Bhanushali</p> <p><i>Designation:</i> Managing Director and Chief Executive Officer</p> <p><i>DIN:</i> 03561905</p> <p><i>Date of birth:</i> March 19, 1987</p> <p><i>Address:</i> E/3-504, Aashirwad Building, R.S. Marg, Dhanjiwadi, Malad East, Mumbai -400097, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> August 19, 2011 as Executive Director of the company</p> <p><i>Current Term :</i> Five years w.e.f. December 03, 2022</p>	36	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <ol style="list-style-type: none"> <li>1. Dove Soft Technologies Private Limited</li> <li>2. Stockleague Private Limited</li> </ol> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Pankaj Bhanushali</b></p> <p><i>Father’s Name:</i> Bhupendra Bhanushali</p> <p><i>Designation:</i> Executive Director</p> <p><i>DIN:</i> 09247684</p> <p><i>Date of birth:</i> April 06, 1985</p> <p><i>Address:</i> Room No 504, Ashirwad building No -E/3, Dhanjiwadi, Malad East, Mumbai - 400097, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p>	38	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>P B A Gems and Jewellery Private Limited</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><i>Original Date of Appointment:</i> July 20, 2021 as Executive Director of the company</p> <p><i>Current Term :</i> Liable to retire by rotation</p>		
<p><b>Chandra Maurya</b></p> <p><i>Father's Name:</i> Pitambar Maurya</p> <p><i>Designation:</i> Executive Director</p> <p><i>DIN:</i> 09496848</p> <p><i>Date of birth:</i> September 28, 1988</p> <p><i>Address:</i> 605, 6<sup>th</sup> Floor, Ivy, Building No 2, Hubtown Gardenia, Mira Bhayander Road, Nr Shantivan, Bhd Gcc. Mumbai – 401107, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> February 16, 2022, as Executive Director of the company</p> <p><i>Current Term:</i> Liable to retire by rotation</p>	35	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Chirag Mewada</b></p> <p><i>Father's Name:</i> Mukesh Mewada</p> <p><i>Designation:</i> Non- Executive Director</p> <p><i>DIN:</i> 10287729</p> <p><i>Date of birth:</i> November 12, 1986</p> <p><i>Address:</i> A-4304, Alpine Tower, Samata Nagar, Opp Thakur College, Thakur Village, Kandivali (East), Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> September 01, 2023, as Non- Executive Director of the company</p> <p><i>Current Term:</i> Liable to retire by rotation</p>	36	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><b>Nupur Chauhan</b></p> <p><i>Father's Name:</i> Ranbir Chauhan</p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>DIN:</i> 09799386</p> <p><i>Date of birth:</i> October 12, 1991</p> <p><i>Address:</i> Navin Asha Co-Op Hsg Society 2/6 B, Rambaug Lane No. 0, Near Shiv Sena Office, Kalyan, Thane – 421201, Maharashtra, India</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> December 03, 2022 as Non- Executive Independent Director of the company</p> <p><i>Period of directorship:</i> Five years from December 03, 2022</p>	32	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Hirenkumar Shah</b></p> <p><i>Father's Name:</i> Rasiklal Shah</p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>DIN:</i> 00092739</p> <p><i>Date of birth:</i> June 16, 1980</p> <p><i>Address:</i> A-103, Willows Twin Tower, Near Ceremonial Hall, Swapna Nagari, Cross LBS Road, Mulund West, Mumbai – 400080, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> December 03, 2022 as Non- Executive Independent Director of the company</p> <p><i>Current Term:</i> Five years from December 03, 2022</p>	43	<p><b>Public Limited Companies:</b></p> <p>1. VertoZ Advertising Limited</p> <p><b>Private Limited Companies:</b></p> <p>2. Vyomeen Media Private Limited</p> <p>3. Ameer Information Technology Solution Private Limited</p> <p>4. Trunkoz Technologies Private Limited</p> <p>5. Paynx Technologies Private Limited</p> <p>6. Hashjini Private Limited</p> <p>7. Own Web Solution Private Limited</p> <p>8. Incrementx Private Limited</p> <p>9. Adzurite Solutions Private Limited</p> <p>10. Qualispace Web Services Private Limited</p> <p>11. Silvertch Web Solutions Private Limited</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<p><b>Muktesh Narula</b></p> <p><i>Father's Name:</i> Shyam Narula</p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>DIN:</i> 06382526</p> <p><i>Date of birth:</i> April 03, 1966</p> <p><i>Address:</i> J- 001, Ireo Grand Arch, Sector- 58, Badshahpur, Gurgaon- 122101, Haryana, India</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> September 01, 2023 as Non- Executive Independent Director of the company</p> <p><i>Current Term:</i> Five years from September 01, 2023</p>	57	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

### Brief profiles of our directors

**Rahul Bhanushali**, aged 36 years, is the Promoter, Managing Director and Chief Executive Officer of our company. He has been associated with our Company since its inception. He was re-designated as Managing Director and Chief Executive Officer with effect from December 03, 2022. He has completed his higher secondary education in the year 2004. He directs all aspects of the company's business, including administration, marketing, finance, and human resources and is accountable for driving company's growth and profitability.

**Pankaj Bhanushali**, aged 38 years, is the Executive Director of our company. He was associated as general manager from 2018. He has been re-designated as Executive Director with effect from July 20, 2021. He has completed his higher secondary education in the year 2003. He holds a key role in supervising Company's revenue, financial matters, and operational functions. His influence on the company is significant, having introduced a culture of process optimization. This initiative has yielded concrete outcomes, particularly in the areas of debt collection and acquisition processes, by enhancing the efficiency and effectiveness of our operations.

**Chandra Maurya**, aged 35 years, is an Executive Director of our company. He has been associated with our company since February 16, 2022. He holds Bachelor of Business Administration from Periyar University and Master of Business Administration from Jaipur National University. He previously served as an Assistant Sales Manager at Unicel Technologies Private Limited until 2015 and at Pinnacle Teleservices Private Limited until 2010. Under his guidance a team comprising of young and motivated professionals is marching ahead making Dove's success phenomenal.

**Chirag Mewada**, aged 36 years, is Non-Executive Director of our company. He has been associated with our company since September 01, 2023. He has completed his Bachelor of Science in Chemistry from University of Mumbai. He held the position of Assistant General Sales Manager at TeamLease Skills University from 2019 to 2020, and later served as the Chief Sales Officer at Codejudge IT Solutions India Private Limited from 2021 to 2022.

**Nupur Chauhan**, aged 32 years, is a Non-Executive and Independent Director of our company. She has been associated with our company since December 03, 2022. She has completed her Bachelor of Management Studies from Mumbai University. She was previously associated with Qualispace Web Services Private Limited as Manager in marketing till 2018.

**Hirenkumar Shah**, aged 43 years, is a Non-Executive and Independent Director of our company. He has been associated with our company since December 03, 2022. He has completed his 12<sup>th</sup> grade education. He has received ICONS 2020-21 award from the Economic Times and certificate of Achievement by Hindustan Times Achievers.

**Muktesh Narula**, aged 57 years, is a Non- Executive and Independent Director of our company. He has been associated with our company since September 01, 2023. He earned a Bachelor of Arts degree from Meerut University and completed an Advanced Digital Marketing Training Program at the Delhi School of Internet Marketing. He has been with Pinnacle Teleservices Private Limited since 2008, initially as an Associate Director and later as the Chief Marketing Officer from 2022.

**Confirmations:**

**a) Details of directorship in companies suspended or delisted**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from sbeing traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus,during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

**b) Family Relationship between the Directors**

Except as stated below, none of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Name	Relationship
Rahul Bhanushali and Pankaj Bhanushali	Rahul Bhanushali and Pankaj Bhanushali are Brothers

**c) Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.

**d)** None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.

**e)** None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.

**f)** None of the Promoter or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**Service contracts with Directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment

## Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an EGM held on December 07, 2022, our Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 200 Crores.

## Terms of employment of our Managing Director

### Rahul Bhanushali, Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on December 03, 2022, Rahul Bhanushali was appointed as the Managing Director of our Company for a period of five (05) years with effect from December 03, 2022 and approved by the Shareholders of our Company at the EGM held on December 07, 2022, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Managing Director have been summarized below:

<b>Basic Salary</b>	Maximum of ₹ 2,50,000/- per month, with such increments as may be decided by the Board from time to time.
<b>Bonus</b>	8.33% of the salary
<b>Gratuity</b>	Post completion of service of five years at the rate of half a month's salary for each year of completed service with effect from December 03, 2022

## Sitting fees and commission to Non-Executive Directors and Independent Directors

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations. None of our Non-Executive Directors (both Independent and Non-Independent) have received any remuneration/ compensation during preceding financial year.

## Payments or benefits to our directors

### Executive Directors

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors for the preceding three years:

Name of the Executive Director	Remuneration for Fiscal 2023 (in ₹ lakhs)	Remuneration for Fiscal 2022 (in ₹ lakhs)	Remuneration for Fiscal 2021 (in ₹ lakhs)
Rahul Bhanushali	25.24	17.04	16.09
Pankaj Bhanushali	18.02	9.00	3.75
Chandra Maurya	18.53	14.85	11.96

### Non-Executive Directors:

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

## Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

### **Bonus or profit-sharing plan for our directors**

Our Company does not have any performance linked bonus or a profit-sharing plan in which our directors have participated.

### **Shareholding of Directors in our Company**

Except as disclosed, none of our directors hold any shares of the company as on the date of this Draft Red Herring Prospectus:

Particulars	Pre- offer		Post- offer	
	Number of shares	Percentage of holding	Number of shares	Percentage of holding
Rahul Bhanushali	71,31,034	39.49	[●]	[●]

### **Interests of our Directors**

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an officer or employee of the Company, shares received through conversion of loan into shares, rent deposit paid, rent received, reimbursement of expenses, loan received and loan paid.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer “*Our Management - Shareholding of Directors in our Company*” beginning on page 123 of this Draft Red Herring Prospectus.

Other than our promoter, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

### **Payment of benefits (non-salary related)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

### **Bonus or profit-sharing plan for the Directors**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

### **Changes in our Company’s Board of Directors during the last three (3) years**

Following are the changes in the Board of Directors during the last three (3) years



<b>Name of Directors</b>	<b>Date of Appointment</b>	<b>Date of Change in designation</b>	<b>Date of cessation</b>	<b>Reasons for changes in the Board</b>
Rajabhau Phad	September 22, 2020	-	-	Appointed as Executive Director
Saurabh Pathak	September 22, 2020	-	-	Appointed as Executive Director
Saurabh Pathak	-	April 01, 2021	-	Change in designation from Executive Director to Non- Executive Director
Hiren Parmar	-	-	June 23, 2021	Resigned as Director
Pankaj Bhanushali	July 20, 2021	-	-	Appointed as Executive director
Chandra Maurya	February 16, 2022	-	-	Appointed as Executive Director
Rajabhau Phad	-	-	December 03, 2022	Resigned as Non- Executive Director
Nupur Chauhan	December 03, 2022	-	-	Appointed as Non- Executive Independent Director
Hirenkumar Shah	December 03, 2022	-	-	Appointed as Non- Executive Independent Director
Rahul Bhanushali	-	December 03, 2022	-	Change in designation from Executive Director to Managing Director
Chirag Mewada	September 01, 2023	-	-	Appointed as Non- Executive Independent Director
Muktesh Narula	September 01, 2023	-	-	Appointed as Non- Executive Independent Director
Saurabh Pathak	-	-	September 01, 2023	Resigned as Non- Executive Director

## **COMPLIANCE WITH CORPORATE GOVERNANCE**

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

### **Constitutions of Committees**

Our Company has constituted the following committees:

#### **1. Audit Committee**

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on December 03, 2022 which was re-constituted on December 01, 2023 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Hirenkumar Shah	Non- Executive Independent Director	Chairperson
Nupur Chauhan	Non- Executive Independent Director	Member
Muktesh Narula	Non- Executive Independent Director	Member
Chirag Mewada	Non- Executive Director	Member

The Company Secretary of our Company shall act as Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

**Terms of reference:**

**Role of Audit Committee**

The scope of audit committee shall include, but shall not be restricted to, the following:

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors’ independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors’ report thereon including interim financial result before submission to the Board of Directors for approval, particularly with respect to;
  - a. Changes, if any, in accounting policies and practices and reasons for the same,
  - b. Major accounting entries involving estimates based on the exercise of judgment by management,
  - c. Significant adjustments made in the financial statements arising out of audit findings,
  - d. Compliance with listing and other legal requirements relating to financial statements,
  - e. Disclosure of any related party transactions,
  - f. Modified opinion(s) / Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party, subject following conditions;
  - The Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
  - In case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
  - In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
5. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document/ prospectus, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;

7. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, where ever it is necessary;
10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
12. To monitor the end use of fund invested or given by the Company to Subsidiary Companies;
13. Carrying out any other function as assigned by the Board of Directors from time to time.

### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the Internal Auditor.
5. Quarterly / half yearly statement of deviation(s), if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
6. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus.

### **Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

## **2. Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated December 03, 2022 which was re-constituted on December 01, 2023. The constituted Stakeholders Relationship Committee comprises of following members:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Muktesh Narula	Non- Executive Independent Director	Chairperson
Hirenkumar Shah	Non- Executive Independent Director	Member
Nupur Chauhan	Non-Executive Independent Director	Member
Chirag Mewada	Non- Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

### Terms of Reference

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
2. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
3. Issue duplicate/split/consolidated share certificates;
4. Dematerialization/Rematerialization of Share;
5. Review of cases for refusal of transfer / transmission of shares and debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
7. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated December 03, 2022 which was re-constituted on December 01, 2023. The Nomination and Remuneration Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Muktesh Narula	Non- Executive Independent Director	Chairperson
Hirenkumar Shah	Non- Executive Independent Director	Member
Nupur Chauhan	Non- Executive Independent Director	Member
Chirag Mewada	Non- Executive Director	Member

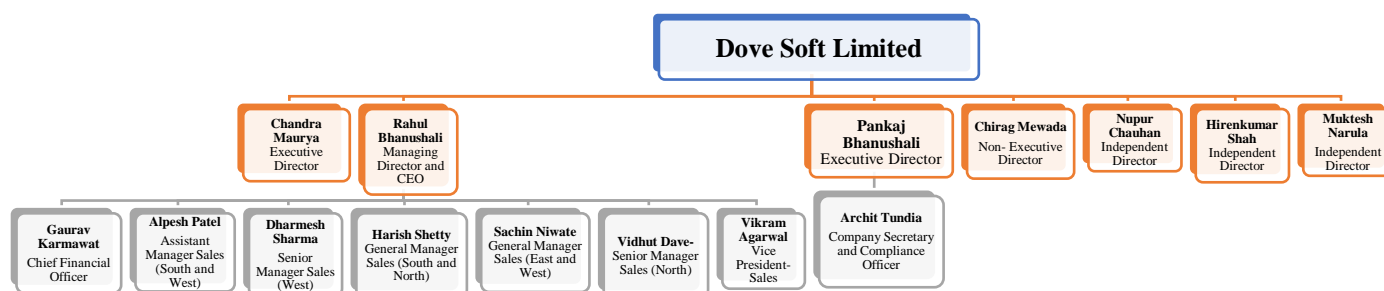
The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

#### The terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every Director's performance.
5. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

### Management Organization Structure

The following chart depicts our Management Organization Structure



### Profiles of our Key Managerial Personnel

For the profile of Rahul Bhanushali as a Managing Director and Chief Executive Officer, please refer chapter titled “Our Management- Brief Biographies of our Directors” beginning on page 124 of this Draft Red Herring Prospectus.

The Key Managerial Personnel of our Company other than our Managing Director are as follows:-

1. **Gaurav Karmawat**, 30 years, is the Chief Financial Officer (CFO) of our Company. He has been associated with our Company as the CFO w.e.f. November 01, 2022. He holds a Bachelors’ in Commerce in Financial Markets degree from University of Mumbai. Prior to his joining our Company, he was associated with MOS Utility Limited as Accounts Executive from 2016 to 2022. He is entitled to a remuneration of ₹ 7.2 lakhs per annum for the Financial Year 2022-23.
2. **Archit Tundia**, 26 years, is the Company Secretary and Compliance Officer of our Company. He has been appointed as Company Secretary and Compliance Officer w.e.f. November 01, 2022. He has done his Bachelors’ of Commerce from Mumbai University and is an associate member of Institute of Company Secretaries of India. Before joining our company, he worked at Kanchansobha Debt Resolution Advisors Private Limited from March 2022 to October 2022, and prior to that, he was with Indian Clearing Corporation Limited from March 2020 to March 2022. He is entitled to remuneration of ₹ 7.50 Lakhs per annum.

### Relationship amongst the Key Managerial Personnel of our Company

None of our directors and Key Managerial Personnel of our Company are related to each other.

### Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company.

### Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red Herring Prospectus.

### **Bonus or profit-sharing plan of the Key Managerial Personnel**

Our Company does not have a profit sharing plans for the Key Management Personnel.

### **Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### **Loans availed by Directors / Key Managerial Personnel of our Company**

None of the Key Managerial Personnel have availed loan from our Company which is outstanding as on the date of this Draft Red Herring Prospectus.

### **Shareholding of Key Management Personnel in our Company**

None of our Key Managerial Personnel except Rahul Bhanushali holds Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus.

### **Interest of Key Managerial Personnel**

Except as disclosed in this Draft Red Herring Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

### **Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Red Herring Prospectus.

### **Contingent and deferred compensation payable to Key Management Personnel**

The Key Management Personnel are not entitled to any contingent or deferred compensation.

Payment of Benefits to of our KMPs (non-salary related)

Except as disclosed in this Draft Red Herring Prospectus other than any statutory payments made by our Company to its KMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 148 of this Draft Red Herring Prospectus.

### **Changes in Our Company’s Key Managerial Personnel during the last three years**

<b>Name of KMP</b>	<b>Date of Change in Designation</b>	<b>Reasons for change in Board</b>
Gaurav Karmawat	November 01, 2022	Appointed as Chief Financial Officer

Name of KMP	Date of Change in Designation	Reasons for change in Board
Archit Tundia	November 01, 2022	Appointed as Company Secretary and Compliance Officer
Chirag Shah	December 03, 2022	Resigned as Chief Executive Officer
Rahul Bhanushali	December 03, 2022	Appointed as Chief Executive Officer
Rahul Bhanushali	December 03, 2022	Change in designation from Executive Director to Managing Director

### **Profiles of our Senior Management Team**

The strength of our Core Team defines our growth and capability. We are proud to have a strong leadership team of senior management persons who adds value to our Company and business operations. A brief profile of such personnel is as under:

#### Alpesh Patel– Senior Manager Sales (South and West)

Alpesh Patel has overall experience of 14 years’ experience in sales department. He was previously associated with Emco Engineering as Sales Executive. He is accountable for acquiring and building relations with retail and corporate customers. He has been affiliated with Dove for the past 7 years.

#### Dharmesh Sharma- Senior Manager Sales (West)

Dharmesh Sharma has an overall experience of 7 years’ experience in business development and sales. His academic background is Bachelor of Commerce. He is responsible for establishing sales goals by forecasting annual sales quotas and projecting expected sales volume for existing and new products. He has been affiliated with Dove for the past 5 years.

#### Harish Shetty- General Manager Sales (South and North)

Harish Shetty has an overall experience of 13 years’ of experience in sales, marketing and telemarketing. He develops new sales strategies to update the existing and new product lines. He was previously affiliated with MOS Utility Private Limited as a Telemarketing Executive. He has been affiliated with Dove for the past 11 years.

#### Sachin Niwate- General Manager Sales (East and West)

Sachin Niwate has an overall experience of 13 years’ of experience in sales. He is responsible for monitoring team performance and provides training to the team members. He has been affiliated with Dove for the past 13 years.

#### Vidhut Dave- Senior Manager Sales (North)

Vidhut Dave has an overall experience of 10 years’ in Digital Transformation. His academic background is Bachelor of Commerce. He has been affiliated with Dove for the past 10 years.

#### Vikram Agarwal- Vice President-Sales

Vikram Agarwal has an overall experience of 15 years’ in sales and customer relations. His academic background is Bachelor of Commerce. He previously held positions as a Senior Manager at One97 Communications Ltd. and Senior Manager-Brand Relationship Manager at Just Buy Live Private Limited. He has been affiliated with Dove for the past 4 years.

## OUR PROMOTERS AND PROMOTER GROUP

### Promoters:

Sky Ocean Infrastructure Limited, Rahul Bhanushali and Kurjibhai Rupareliya are the promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,40,51,737 Equity Shares in aggregate, representing 77.81% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus.

The details of our promoters are as under:

### 1. Sky Ocean Infrastructure Limited

#### *Corporate information*

Our Corporate Promoter was incorporated on April 21, 2017, as a public limited company under the name ‘Sky Ocean Infrastructure Limited’ (“SOIL”). The registered office of Sky Ocean Infrastructure Limited is situated at Aji GIDC Rupareliya Ind. Shed C1 B 24 2, Rajkot- 360021, Gujarat, India.

SOIL is engaged in the business of *inter-alia*, to construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

SOIL has not changed its activities from the date of its incorporation.

The Promoters of SOIL are Parshottambhai Premjibhai Rupareliya, Kurjibhai Premjibhai Rupareliya, Rekhaben Parsotambhai Ruparelia, Rajeshbhai Haribhai Rupareliya, Hitesh Kurjibhai Rupareliya, Sangitaben Hiteshbhai Rupareliya and Nirbhay Dhruvbhai Dave.

#### *Board of Directors*

The Board of Directors of SOIL are Parshottambhai Premjibhai Rupareliya, Kurjibhai Premjibhai Rupareliya, Rekhaben Parsotambhai Ruparelia and Ravi Natvarlal Ruparelia

#### *Change in Control*

There has been no change in control of SOIL in preceding three years.

#### *Shareholding pattern*

The authorised share capital of SOIL is ₹1,00,000 divided into 10,000 Equity Shares of face value of ₹ 10 each and the issued and paid-up share capital of SOIL is ₹ 1,00,000 divided into 10,000 Equity Shares of face value ₹ 10 each.

The shareholding pattern of SOIL is as follows:



Sr. No.	Name of Shareholder	Number of Shares held	Equity Percentage of the shareholding (in %)
1	Parshottambhai Premjibhai Rupareliya	300	3.00
2	Kurjibhai Premjibhai Rupareliya	4,500	45.00
3	Rekhaben Parsotambhai Ruparelia	300	3.00
4	Rajeshbhai Haribhai Rupareliya	300	3.00
5	Hitesh Kurjibhai Rupareliya	2,250	22.50
6	Sangitaben Hiteshbhai Rupareliya	2,250	22.50
7	Nirbhay Dhruvbhai Dave	100	1.00
<b>Total</b>		<b>10,000</b>	<b>100.00</b>

### Other Undertakings and Confirmations

Our Company confirms that the permanent account number, bank account number(s), company registration number and the address of the registrar of companies where SOIL is registered, has been submitted to the Stock Exchange at the time of filing the Draft Red Herring Prospectus with them.

### The details of our individual promoters are as under:

#### Rahul Bhanushali



**Rahul Bhanushali**, aged 36 years, is the promoter, Managing Director and CEO of our company. For a complete profile of Rahul Bhanushali i.e. date of birth, residential address, educational qualification, experience in the business, positions held in the past and other directorships, special achievements, please refer to section titled “*Our Management*” beginning on page 123 of this Draft Red Herring Prospectus.

**Date of Birth:** March 19, 1987

**Address:** E/3-504, Aashirwad Building, R.S Marg, Dhanjiwadi, Mumbai-400097, Maharashtra, India.

**PAN:** AMLPB9702F

**Interest in other entities:**

- Dove Soft Technologies Private Limited
- Stockleague Private Limited
- Bollytours LLP
- Energytunes LLP
- Rahul Bhanushali HUF

#### Kurjibhai Rupareliya



**Kurjibhai Rupareliya**, aged 70 years, is the promoter of our company. He possesses more than 44 years of experience working in varied fields. His approach to assessing and understanding the unique needs of business provides extra focus on ensuring the requirements of all stakeholders are effectively aligned and fulfilled. Experienced in all aspects of the business life cycle through the development of engaged and integrated business, increasing overall sales, enhancing the value proposition with new services & products and driving teams in pursuit of customer excellence.

**Date of Birth:** March 23, 1953

**Address:** Shree colony Main Road, block, No-50/B, Street No 5, B/H Panchvati society, Rajkot- 360001, Gujarat, India

**PAN:** ABGPR6434A

**Interest in other entities:**

- Sky Ocean Infrastructure Limited
- E Trav Tech Limited

- 
- Flyontrip Services Private Limited
  - Ruparelia Industries
  - MOS Utility Limited
- 

### **Other Undertakings and Confirmations**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Driving License Number and Passport Number of the Promoters will be submitted at the time of submission of this Draft Red Herring Prospectus to the NSE for listing of the securities of our Company on EMERGE Platform of NSE.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Subsidiaries in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Change in Control of our Company**

The original Promoters of the Company were Nikhil Shah, Virendra Shah, Chirag Shah and Rahul Bhanushali holding 5,846, 4,108, 5,846 and 1,400 equity shares, respectively. From 2021, Kurjibhai Rupareliya and SOIL acquired shares via conversion of their unsecured loan to equity. Currently, the promoters of the company are Rahul Bhanushali, Kurjibhai Rupareliya and SOIL holding 71,31,034, 47,94,000 and 21,26,703 equity shares respectively of ₹ 10 each.

For further details, please refer chapter titled “*Capital Structure*” on page 64 of this Draft Red Herring Prospectus.

### **Experience of our Promoters in the business of our Company**

Kurjibhai Rupareliya, aged 70 years, is the promoter of our company. He possesses more than 43 years of experience working in varied fields. His approach to assessing and understanding the unique needs of business, provides extra focus on ensuring the requirements of all stakeholders are effectively aligned and fulfilled. Experienced in all aspects of the business life cycle through the development of engaged and integrated business, increasing overall sales, enhancing the value proposition with new services & products and driving teams in pursuit of customer excellence.

For details in relation to experience of Rahul Bhanushali in the business of our Company, please refer to the chapter titled “*Our Management*” beginning on page 123 of this Draft Red Herring Prospectus.

### **Interest of Promoters**

None of our Promoters / Directors have any interest in our Company except to compensation paid, conversion of loan to shares, rent paid, rent received, re-imburement of expense, loan received, loan repaid, sales and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms, and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please refer the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page 64, 148 and 123 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract,

agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

### **Interest of Promoters in the Promotion of our Company**

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

### **Interest of Promoters in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this DRHP or proposed to be acquired by our Company as on the date of this DRHP except as mentioned under the section “*Our Business*” and “*Financial Information*” on pages 101 and 148 respectively, of this DRHP.

### **Related Party Transactions**

Except as stated in the Chapter titled “*Financial Information*” on page 148 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

### **Common Pursuits of Promoters and Promoter Group Companies**

Our Promoters are interested in Promoter Group Entities i.e. Dove Soft Technologies Private Limited that are engaged in a similar line of business. For further information on common pursuits and risks associated, please refer risk factor on ‘conflicts of interest’ in chapter titled “*Risk Factors*” beginning on page 28 of this DRHP.

### **Payment of amounts or benefits to the Promoters or Promoter Group During the last two years**

Except as stated in the Chapter titled “*Financial Information*” on page 148 of this DRHP, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this DRHP.

### **Guarantees provided by our Promoters**

Except as stated in the “*Financial Information*” beginning on page 148 of this Draft Red Herring Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Our Promoters have not given any guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

## **OUR PROMOTER GROUP**

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

### **A) Natural Persons who are part of the Promoter Group:**

<b>Name of the Promoter</b>	<b>Name of Relative</b>	<b>Relationship with the Promoter</b>
<b>Rahul Bhanushali</b>	Riddhi Bhanushali	Spouse
	Bhupendra Bhanushali	Father

Name of the Promoter	Name of Relative	Relationship with the Promoter
	Dakshaben Bhanushali	Mother
	Pankaj Bhanushali	Brother
	Urvashi Ghervada	Sister
	Nisha Nirmal Kapani	Sister
	Devansh Rahul Bhanushali	Children
	Jiyansh Rahul Bhanushali	Children
	Chandrakant Halchand Maniyar	Spouse's Father
	Geeta Chandrakant Maniyar	Spouse's Mother
	Rushabh C Maniyar	Spouse's Brother
	Jaymin C Maniyar	Spouse's Brother
<b>Kurjibhai Rupareliya</b>	Lalitaben Kurjibhai Rupareliya	Spouse
	Late Premjibhai Madhabhai Rupareliya	Father
	Late Dudhiben Premjibhai Rupareliya	Mother
	Parshotambhai Premjibhai Rupareliya	Brother
	Natvarlal Premjibhai Rupareliya	Brother
	Late Harilal Premjibhai Rupareliya	Brother
	Dhirajlal Premjibhai Rupareliya	Brother
	Savitaben Amrutlal Tanti	Sister
	Hitesh Kurjibhai Rupareliya	Children
	Sumi Maheshbhai Korat	Children
	Varsha Jasminbhai Savalia	Children
	Binaben V Pipalia	Children
	Late Savjibhai Togadiya	Spouse's Father
	Late Dholiben Savjibhai Togadiya	Spouse's Mother
	Late Dhirubhai Savjibhai Togadiya	Spouse's Brother
	Maganlal S Togadiya	Spouse's Brother
	Bachubhai S Togadiya	Spouse's Brother
	Ravjibhai Togadiya	Spouse's Brother
	Madhabhai Savjibhai Togadiya	Spouse's Brother
	Lilaben Baghabhai Hirani	Spouse's Sister
	Kantaben Dayabhai Chothani	Spouse's Sister

#### B) Companies / entities forming part of the Promoter Group

Sr. No.	Name of the entities
3.	E Trav Tech Limited
4.	Flyontrip Services Private Limited
5.	Ruparelia Industries
6.	MOS Utility Limited
7.	Dove Soft Technologies Private Limited
8.	Vitco Software Solution Private Limited
9.	Stockleague Private Limited
10.	Bollytours LLP
11.	Rahul Bhanushali HUF
12.	Bhupendra Bhanushali HUF
13.	P B A Gems And Jewellery Private Limited
14.	V N B Consulting Services Pvt Ltd
15.	Parshotambhai P Rupareliya
16.	Roshni Marketing
17.	Tanti Machine Tools
18.	Hiteshbhai K Rupareliya
19.	Beenaben Vijaykumar Pipaliya

Sr. No.	Name of the entities
20.	Crown International

### Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please refer the chapter titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus.

### Companies with which the Promoters have disassociated in the last three years

Except as mentioned herein, our promoters have not been disassociated from any of the entities in the preceding three years.

Name of Promoter	Name of the Disassociating Entity	Date of Disassociation	Reason for Disassociation
Kurjibhai Rupareliya	Flyontrip Services Private Limited	June 05, 2021	Resignation from Directorship due to other commitments
Rahul Bhanushali	Flyontrip Services Private Limited	December 20, 2022	Resignation from Directorship due to other commitments
Rahul Bhanushali	MOS Utility Limited	June 09, 2021	Resignation from Directorship due to other commitments
Rahul Bhanushali	Mfins Services Private Limited	June 09, 2021	Resignation from Directorship due to personal reasons
Rahul Bhanushali	Vitco Software Solution Private Limited	March 31, 2023	Resignation from Directorship due to personal reasons

### Other Ventures of our Promoters:

Except as disclosed in this section titled “*Our Promoters and Promoter Group*” beginning on page 138 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this DRHP.

### Collaboration Agreements

Except as disclosed in this Draft Red Herring Prospectus, our Company is not a party to any collaboration agreements.

### Material Agreement

Our Company has not entered into any material agreements other than the agreements entered into by it in the ordinary course of business.

### Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 28 and 186 of this Draft Red Herring Prospectus.

## OUR GROUP COMPANIES

In accordance with the SEBI (ICDR) Regulations, for the purpose of identification of Group Companies, our Company has considered companies with which there were related party transactions, during the period for which financial information is disclosed in the Draft Red Herring Prospectus, as covered under the applicable accounting standards, and also other companies as considered material by the Board as per the materiality policy adopted by the Board pursuant to its resolution dated December 03, 2023 (the “Group Companies Materiality Policy”).

In terms of the Group Companies Materiality Policy apart from the companies with which there have been related party transactions during the period for which financial information has been disclosed under this Draft Red Herring Prospectus, a company is considered to be a material Group Company as under:

- a. Company in which the investment in the form of equity or voting power, debt or debt instruments by our Company exceeds 10% of the net worth of our Company as per the last audited financial statements for the preceding financial year; and
- b. where the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total revenues of our Company as per the last audited financial statements for the last audited financial year.

As on the date of this Draft Red Herring Prospectus and based on the aforementioned materiality policy, there are three Group Companies of our Company.

Sr. No.	Name of Group Company
1.	MOS Utility Limited
2.	E Trav Tech Limited
3.	Mfins Services Private Limited

## II. Details in relation to Group Companies:

The details in relation to the Group Companies of the Company are set out below:

### 1. MOS Utility Limited (MOS)

#### Corporate Information

MOS was originally incorporated as “MOS Utility Private Limited” on July 27, 2009 as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by RoC, Mumbai. The Company consequent upon conversion into public limited company dated August 03, 2022, by ROC, Mumbai bearing Corporate Identification Number U66000MH2009PLC194380.

#### Nature of Activities

MOS is presently a technology enabled provider of digital products and services. The registered office of ETTL is situated at 12th Floor, Atul First Avenue, Above Kia Motors Showroom, Goregaon - Mulund Link Rd, Malad West, Mumbai- 400064, Maharashtra, India.

The equity shares of MOS are currently listed on NSE Emerge.

#### Board of Directors

As on the date of this Draft Red Herring Prospectus, the board of directors of MOS comprises of:

Name of Director	Designation
Ravi Natvarlal Ruparelia	Managing Director

Name of Director	Designation
Santosh Ramrao Mijgar	Executive Director
Hiteshbhai Ghelabhai Ramani	Non-Executive Director
Aladiyan Manickam	Non- Executive Independent Director
Anjeeta Anandnath Mishra	Non- Executive Independent Director

## Promoters of MOS

The Promoters of MOS are Chirag Shah, Kurjibhai Rupareliya and Sky Ocean Infrastructure Limited.

## Financial Information

Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the audited financial statements of MOS for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 in terms of the SEBI ICDR Regulations are available on the website of our Group Company at [www.mos-world.com](http://www.mos-world.com) and at our website [www.dove-soft.com](http://www.dove-soft.com).

## 2. E Trav Tech Limited (“ETTL”)

### Corporate Information and Nature of Activities

ETTL originally incorporated as “Riddhi Securities and Investments Limited” under the Companies Act, 1956 on October 09, 1995 with Registrar Companies, Gujarat. The current name E Trav Tech Limited is derived vide issuance of fresh Certificate of Incorporation granted to the Company consequent upon conversion into public limited company dated October 13, 2022, by Registrar of Companies, Ahmedabad bearing Corporate Identification Number U63000GJ1995PLC027714.

ETTL is presently engaged in travel and tourism business online. The registered office of ETTL is situated at Sur. No. 1420, Ward No.8, Nr. Roshani Dept. Stores Swami Vivekand Road, Vaniyawadi Main Road, Rajkot- 360002, Gujarat, India.

### Shareholding pattern of the Company

Sr. No.	Name of Shareholder	Equity Share (No.)	% of Shareholding
1.	Lalitaben Rupareliya	45,32,493	35%
2.	Kurjibhai Rupareliya	45,29,353	34.98%
3.	Henil Ruparelia	19,42,500	15%
4.	Parshottam Ruparelia	19,42,500	15%
5.	Prachi Rupareliya	1,050	0.01%
6.	Ravi Rupareliya	1,050	0.01%
7.	Sangeeta Rupareliya	1,050	0.01%
	<b>Total</b>	<b>1,29,49,996</b>	<b>100%</b>

## Financial Information

Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the audited financial statements of EETL for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 in terms of the SEBI ICDR Regulations are available on the website of our Group Company at [www.etrav.in](http://www.etrav.in) and our website at [www.dove-soft.com](http://www.dove-soft.com).

## 3. Mfins Services Private Limited (“MSPL”)

### Corporate Information and Nature of Activities

MSPL originally incorporated as “MOS Financial Services Private Limited” under the Companies Act, 1956 on August 23, 2011 with Registrar Companies, Maharashtra, Mumbai. The name of the company was changed to Mfins Distribution Private Limited vide issuance of fresh Certificate of Incorporation dated July 22, 2021. The current name Mfins Services Private Limited is derived vide issuance of fresh Certificate of Incorporation granted to the Company consequent upon change of name of the company dated September 14, 2021, by Registrar of Companies, Maharashtra, Mumbai bearing Corporate Identification Number U74120MH2011PTC221121.

MSPL is presently engaged in business of providing financial services for easy cash and cheque management to banks and provide local cheque collection services, bulk local cheque collection services, DD Drawing Arrangement. The registered office of MSPL is situated at T-14 Sej Plaza CSL Marve Road, Off. S V Road, Mumbai- 400064, Maharashtra, India.

### Shareholding pattern of the Company

Sr. No.	Name of Shareholder	Equity Share (No.)	% of Shareholding
1.	Santosh Gupta	4,108	23.88
2.	Chirag Shah	13,092	76.12
	<b>Total</b>	<b>17,200</b>	<b>100%</b>

### Financial Information

Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the audited financial statements of EETL for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 in terms of the SEBI ICDR Regulations are available our website at [www.dove-soft.com](http://www.dove-soft.com).



## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares since Incorporation.

**SECTION VI- FINANCIAL INFORMATION**  
**RESTATED CONSOLIDATED FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED [CONSOLIDATED]  
FINANCIAL INFORMATION**

To,  
The Board of Directors of  
**DOVE SOFT LIMITED**  
Office No. 1101, DLH park, Opp. MTNL,  
Goregoan West,  
Mumbai - 400062

Dear Sir,

Reference: - Proposed Public Issue of Equity Shares of DOVE SOFT LIMITED

We have examined the attached Restated Consolidated Financial Statement of **Dove Soft Limited** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at July 31, 2023, March 31, 2023, March 31, 2022, and March 31, 2021, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the period ended July 31, 2023 and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Consolidated Financial Statement ) as approved by the Board of Directors in their meeting held on 31 October 2023 for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The holding Company's Board of Directors are responsible for the preparation of the Restated Consolidated Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Consolidated Financial Statements have been prepared by the management of the holding Company for the period ended July 31, 2023 and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021, on the basis of notes to restatement in note V to the Restated Consolidated Financial Statement. The Board of Directors responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statement.

We have examined such Restated Consolidated Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements; and

- d) 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.

This Restated Consolidated Financial Statements have been compiled by the management from:

- a) Audited consolidated financial statements of the company as at and for the period ended July 31, 2023 and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021, prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

During the period of restatement Company had invested in subsidiary i.e Dove Soft Technologies Private Limited. Hence the said Dove Soft Technologies Private Limited qualifies as the subsidiary company of Dove Soft Limited.

Parent Company shareholding details are given below - :

<b>Name of the Subsidiary</b>	<b>Period ended 31 July 2023</b>	<b>FY2022-23</b>	<b>FY2021-22</b>	<b>FY2020-21*</b>
Dove Soft Limited (Formerly known as Dove Soft Private Limited)	90.00%	90.00%	90.00%	0

\* Dove Soft Technologies Private Limited was incorporated during the financial year 2021-22.

For the purpose of our examination, we have relied on:

- a) Our Consolidated Auditors' Report for period ended 31 July 2023 and for the financial years ended 31 March 2023 and 31 March 2022.
- b) The Restated Consolidated Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in Annexure V to this report;
- e) Adjustments in Restated Consolidated Financial Statement have been made in accordance with the correct accounting policies,
- f) There was no change in accounting policies, which needs to be adjusted in the Restated Consolidated Financial Statement, except accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) "Employee benefits", however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.
- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Consolidated Financial Statement

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that-

- a) The "Restated Consolidated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at July 31, 2023, March 31, 2023, March 31, 2022, and March 31, 2021, is prepared by the

Company and approved by the Board of Directors. These Restated Consolidated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

- b) The “Restated Consolidated Statement of Profit and Loss” as set out in Annexure II to this report, of the Company for period ended July 31, 2023 and financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- c) The “Restated Consolidated Statement of Cash Flow” as set out in Annexure III to this report, of the Company for period ended 31 July 2023 and for Financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

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 period ended 31 July 2023 and Financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, proposed to be included in the Offer Document for the proposed IPO.

<b>Particulars</b>	<b>Note No. of Annexure V</b>
Restated Share capital	2
Restated Reserves and surplus	3
Restated Long-term borrowings	4
Restated Deferred Tax Assets/ (Liabilities)	5
Minority Interest	6
Restated Long term Provision	7
Restated Short-term borrowings	8
Restated Trade payables	9
Restated Other current liabilities	10
Restated Short-term provisions	11
Restated Property, Plant & Equipment	12
Restated Non-Current Investments	13
Restated Long-term loans and advances	14
Restated Other non-current assets	15
Restated Current Investments	16
Restated Trade Receivables	17
Restated Cash and cash equivalents	18
Restated Short Term Loans & Advances	19
Restated Other current Assets	20
Restated Revenue from Operations	21
Restated Other Income	22
Restated Operating Expense	23
Restated Employee benefits expense	24
Restated Finance Costs	25
Restated Depreciation and amortization expenses	26
Restated Other Expenses	27

<b>Particulars</b>	<b>Note No. of Annexure V</b>
Restated Tax Expense	28
Restated Earnings per share	29

The Restated Consolidated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements.

In our opinion and to the best of information and explanation provided to us, the Restated Consolidated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. Mathia & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

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.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Consolidated Financial Statements read with the respective Significant Accounting Polices and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without 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 Mathia & CO.**  
Chartered Accountant  
**FRN: - 126504W**

**Bhavin Sheth**  
**Partner**  
**M. No. 120503**  
**Place: Mumbai**  
**Date: 25/10/2023**  
**UDIN: 23120503BGXMPG8639**

## Annexure I

<b>DOVE SOFT LIMITED</b>					
(Formerly known as DOVE SOFT PVT LTD)					
CIN NO. U74900MH2011PLC221087					
<b>CONSOLIDATED RESTATED BALANCE SHEET</b>					
Particulars	Note No.	As at 31-07-2023	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
		Amount in Lakhs	Amount in Lakhs	Amount in Lakhs	Amount in Lakhs
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital	2	1806.01	1806.01	7.42	3.76
(b) Reserves and Surplus	3	657.97	400.31	1005.88	354.96
<b>(2) Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	20.06	22.29	32.03	88.59
(b) Long Term Provision	7	41.83	35.12	29.68	33.85
(c) Minority Interest	6	12.72	10.82	-2.73	-
<b>(3) Current Liabilities</b>					
(a) Short-Term Borrowings	8	298.80	359.79	312.45	204.76
(b) Trade Payables					
(i) Due to Micro Enterprises & small enterprises	9	2235.17	1500.98	294.81	287.36
(ii) Due to others		153.93	348.88	600.57	229.95
(c) Other Current Liabilities	10	171.33	94.73	76.05	62.24
(d) Short-Term Provisions	11	266.01	191.68	78.85	45.93
<b>TOTAL</b>		<b>5663.83</b>	<b>4770.62</b>	<b>2435.02</b>	<b>1311.40</b>
<b>II. ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Property, Plant and Equipment and Intangible assets					
(i) Property, Plant and Equipment		138.78	153.80	103.59	50.65
(ii) Intangible assets	12	90.90	88.98	156.30	84.58
(iii) Working in progress		879.45	847.96	50.06	114.95
(b) Non Current Investment	13	467.64	467.64	340.09	19.07
(c) Deferred Tax Assets	5	12.92	10.63	19.22	27.59
(d) Long term loans and advances	14	-	-	23.60	23.60
(e) Other non-current assets	15	129.05	135.76	101.29	21.25
<b>(2) Current Assets</b>					
(a) Current Investment	16	0.03	99.46	188.08	0.00
(b) Trade receivables	17	3608.39	2646.30	1284.23	768.28
(c) Cash and cash equivalents	18	14.54	16.28	17.24	4.73
(d) Short Term Loans & Advances	19	69.83	64.37	16.62	70.40
(e) Other current assets	20	252.30	239.44	134.70	126.32
<b>TOTAL</b>		<b>5663.83</b>	<b>4770.62</b>	<b>2435.02</b>	<b>1311.40</b>
Significant Accounting Policies	1				
Other Notes on accounts are an integral part of the Financial Statements	2 to XX				
For Mathia & Co. Chartered Accountants ICAI Firm Registration No. 126504W			For and on behalf of the Board DOVE SOFT LIMITED CIN : U74900MH2011PLC221087		
CA Bhavin Sheth Partner M. No. 120503 Place: Mumbai Date: 25/10/2023 UDIN: 23120503BGXMPG8639			PANKAJ BHANUSHALI DIRECTOR DIN : 09247684 Place : Mumbai Date : 25/10/2023	RAHUL B BHANUSHALI MD & CEO DIN : 03561905 Place : Mumbai Date : 25/10/2023	
			Gaurav Karmawat Chief Financial Officer Place : Mumbai Date : 25/10/2023	Archit Tundia Company Secretary Place : Mumbai Date : 25/10/2023	

DOVE SOFT LIMITED (Formerly known as DOVE SOFT PVT LTD) CIN NO.U74900MH2011PLC221087 CONSOLIDATED RESTATED PROFIT & LOSS STATEMENT					
Particulars	Note No.	For the year ended 31-07-2023	For the year ended 31-03-2023	For the year ended 31-03-2022	For the year ended 31-03-2021
		Amount in Lakhs	Amount in Lakhs	Amount in Lakhs	Amount in Lakhs
I Revenue from operations	21	2923.83	7559.88	3558.04	2265.64
II Other Income	22	5.72	30.49	232.48	16.53
III <b>Total Income (I + II)</b>		<b>2929.55</b>	<b>7590.37</b>	<b>3790.53</b>	<b>2282.17</b>
IV <b>Expenses:</b>					
Operating Expense	23	2299.76	6004.58	2897.40	1736.82
Employee Benefit Expense	24	146.46	367.17	242.78	164.58
Finance Costs	25	14.51	57.40	57.93	62.67
Depreciation & Amortization	26	25.42	110.63	62.05	115.78
Other Expenses	27	113.23	403.92	197.74	117.46
<b>Total Expenses</b>		<b>2599.38</b>	<b>6943.69</b>	<b>3457.90</b>	<b>2197.31</b>
V <b>Profit before tax (III - IV)</b>		<b>330.17</b>	<b>646.68</b>	<b>332.63</b>	<b>84.85</b>
VI <b>Tax expense:</b>					
(1) Current tax	28	72.90	186.59	75.13	41.83
(2) Short / ( Excess) provision for taxation of Earlier years			4.92		
(2) Deferred tax	5	-2.28	8.59	8.37	-23.28
VIII <b>Profit/(Loss) for the period (V-VI-VII)</b>		<b>259.55</b>	<b>446.58</b>	<b>249.13</b>	<b>66.31</b>
IX <b>Earning per equity share:</b>	29				
(1) Basic (EPS for 4 month period July 31, 2023 is not annualised)		1.44	3.16	2.39	0.64
(2) Diluted (EPS for 4 month period July 31, 2023 is not annualised)		1.44	3.16	2.39	0.64
Significant Accounting Policies	1				
Other Notes on accounts are an integral part of the Financial Statements	2 to XX				
For Mathia & Co. Chartered Accountants ICAI Firm Registration No. 126504W		For and on behalf of the Board DOVE SOFT LIMITED CIN : U74900MH2011PLC221087			
CA Bhavin Sheth Partner M. No. 120503 Place: Mumbai Date:25/10/2023 UDIN:23120503BGXMPG8639		PANKAJ BHANUSHALI DIRECTOR DIN : 09247684 Place : Mumbai Date : 25/10/2023		RAHUL B BHANUSHALI MD & CEO DIN : 03561905 Place : Mumbai Date : 25/10/2023	
		Gaurav Karmawat Chief Financial Officer Place : Mumbai Date : 25/10/2023		Archit Tundia Company Secretary Place : Mumbai Date : 25/10/2023	

**DOVE SOFT LIMITED**  
(Formerly known as DOVE SOFT PVT LTD)  
CIN No. U74900MH2011PLC221087  
**CONSOLIDATED RESTATED CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

Particulars	For the period Ended 31st July 2023	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax	330.17	646.68	332.63	84.85
<b>Adjustments for :</b>				
Depreciation	25.42	110.63	62.05	115.78
Finance Cost	14.51	57.40	57.93	62.67
Effect of Opening gratuity provision and excess provision for tax	-	-4.92	-	-34.57
Interest and other income From Current investments	-	-	-	-
Interest Received	-0.48	-0.33	-0.50	-6.60
Profit/Loss On Sale of Shares	-5.24	-30.16	-231.98	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>364.38</b>	<b>779.30</b>	<b>220.12</b>	<b>222.13</b>
Increase/(Decrease) in Short-term Borrowings				
Increase/(Decrease) in Payables	539.25	954.47	378.08	-244.64
Increase/(Decrease) in Other Current Liabilities	76.60	18.68	13.81	50.19
Increase/(Decrease) in Short-term provisions	74.33	112.83	32.92	12.93
Increase/(Decrease) in Long-term provisions	6.70	5.44	-4.17	33.85
(Increase)/Decrease in Inventories	-	-	-	-
(Increase)/Decrease in Other Current Assets	-12.86	-104.73	-8.39	-17.09
(Increase)/Decrease in Receivables	-962.10	-1362.07	-515.95	237.01
(Increase)/Decrease in Short-term loans	-5.46	-47.75	53.78	-70.40
	<b>-283.54</b>	<b>-423.13</b>	<b>-49.92</b>	<b>1.84</b>
<b>CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>80.84</b>	<b>356.18</b>	<b>170.20</b>	<b>223.97</b>
Direct Taxes Paid	-72.90	-186.59	-75.13	-41.83
<b>NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>7.94</b>	<b>169.59</b>	<b>95.07</b>	<b>182.14</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of tangible / intangible assets	-43.81	-891.43	-121.82	-119.93
Interest and other income From Current investments	-	-	-	-
Purchase of investments	99.43	-38.94	-510.00	-19.07
(Increase) / Decrease in long term loan and advances	-	23.60	-	38.00
Other Non Current Assets	6.71	-34.46	-80.04	-2.18
Profit/Loss On Sale of Shares	5.24	30.16	231.98	-
Interest Received	0.48	0.33	0.50	6.60
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>68.05</b>	<b>-910.74</b>	<b>-479.38</b>	<b>-96.57</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase in Long Term Borrowings	-2.23	-9.75	-56.56	-281.15
Increase in Short Term Borrowings	-60.99	47.34	107.69	168.37
Proceeds from issue of share capital	.00	760.00	403.62	90.00
Finance Cost	-14.51	-57.40	-57.93	-62.67
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>-77.73</b>	<b>740.19</b>	<b>396.83</b>	<b>-85.45</b>
<b>NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>-1.74</b>	<b>-96</b>	<b>12.51</b>	<b>.13</b>
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	16.28	17.24	4.73	4.60
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	14.54	16.28	17.24	4.73

**Significant Accounting Policies**

Other Notes on accounts are an integral part of the Financial Statements

**For Mathia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 126504W

**For and on behalf of the Board**  
**DOVE SOFT LIMITED**

**CA Bhavin Sheth**  
Partner  
M. No. 120503  
Place: Mumbai  
Date: 25/10/2023  
UDIN:23120503BGXMPG8639

**RAHUL B BHANUSHALI**  
MD & CEO  
DIN : 03561905  
Place : Mumbai  
Date : 25/10/2023

**PANKAJ B BHANUSHALI**  
DIRECTOR  
DIN : 09247684  
Place : Mumbai  
Date : 25/10/2023

**ARCHIT TUNDIA**  
(COMPANY SECRETARY)  
M.No. : A68971  
Place : Mumbai  
Date : 25/10/2023

**GAURAV KARMAWAT**  
(Chief Financial Officer)  
Place : Mumbai  
Date : 25/10/2023



**DOVE SOFT LIMITED**  
**(Formerly known as DOVE SOFT PVT LTD)**  
**CIN NO.U74900MH2011PLC221087**  
**NOTES TO THE RESTATED FINANCIAL STATEMENTS**

**Corporate Information**

The Company incorporated FY 2011-12 as a Private Limited company which is now converted into Public Limited company in Financial Year 2022-2023, The Company is cloud-communication platform service providers to enterprises, over-the-top (“OTT”) players and mobile network operators. Range of services include SMS, WhatsApp, Voice, IVR, OBD solution, Virtual Number (Long Code), Short Code E-mail & Digital Products. We offer a range of cloud-communication services to clients across diverse sectors including BFSI, Media and Entertainment, Tourism, Retail, FMCG, E-commerce, Logistics, Healthcare, Hospitality, Pharmaceuticals etc.

**NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES**

**I. Basis of accounting and preparation of financial 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 notified under the Companies (Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Companies Act, 2013. 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.

**II. 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 recognized in the periods in which the results are known / materialize.

**III. Going Concern Assumption**

The Management believes that the Company would be in a position to continue as a going concern for the foreseeable future and may meet its financial obligations as they fall due. Accordingly, these financial statements have been prepared under the going concern assumption.

**IV. Property, Plant and Equipment**

Property Plant & Equipment are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Capital Work in progress are stated at cost, net off accumulated impairment losses if any. The cost of acquisition includes direct cost attributable to bringing the assets to their present location and working condition for their intended use. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date and excludes any tax for which input credit is taken.

Subsequent expenditure is capitalised only when it increases the future economic benefits for its intended from the existing assets beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives and capitalises cost of replacing such parts if capitalisation criteria are met. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

**V. Depreciation**

Depreciation on Tangible Assets has been provided on Written Down Value (WDV) method and the amount of depreciation has been computed as per the useful life specified under companies act 2013.

<u>Assets</u>	<u>Useful Life</u>
Computer	3 years
Furniture and Fixture	10 years
Office Equipment	5 years
Motor Cycle	10 years
Motor Car	7 years

**Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## **VI. Intangible asset:**

Computer software

Cost associated with maintaining software programmes are recognized as expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the company are recognized as intangible assets when the following criteria are met:-

- 1) it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise; and
- 2) the cost of the asset can be measured reliably

Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Computer Software is amortized using the written down value method. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. The Useful life of Intangible Asset is considered as 7 Years.

## **VI. Investments**

Classification of Investment:

Investment that are by their nature are readily realisable and are intended to be held for not more than one year from the date of on which such investment are made is classified as current investments.

Investment other than current investment are classified as Long term Investments

Investments are initial recognized at cost

Valuation of Investment:

i. Investments are initially recognized at cost.

The cost of an investment includes acquisition charges such as brokerage, fees and duties.

ii. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

iii. If an investment is acquired in exchange, or part exchange, for another asset, the acquisition cost of the investment is determined by reference to the fair value of the asset given up.

Current Investments are valued at cost or fair value whichever is lower

where as long term investments are always valued at cost

## **VII. Revenue recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in a amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts and volume rebates.

## **Interest Income**

Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the applicable effective interest rate. Interest income is included under the head "Interest Income" in the statement of profit & loss.

## **Dividends**

Dividends income is recognized when the company's right to receive dividend is established. Profit on Sale of Investment is calculated on Selling Price less the Cost of Acquisition for the Investment.

## **Income from investments**

Profit / (Loss) earned from sale of securities is recognised on trade date basis. The cost of securities is computed based on weighted average basis.

## **VIII. Employee benefits**

### **(i) Short term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, and short term compensated absences and performance incentives are recognized in the period in which the employee renders the related service.

### **(ii) Post-employment benefits**

#### **a) Defined contribution plan**

The Company's state governed provident fund scheme are classified as defined contribution plans. The contribution paid / payable under the schemes is recognised in the statement of profit and loss in the period in which the employee renders the related service.

#### **b) Defined benefits plan**

The Employee's gratuity fund scheme is the Company's defined benefit plans. The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability (asset) are recognized in the Statement of Profit and Loss.

### **(iii). Long term employee benefits:**

The obligation for long term employee benefits like long term compensation absences is recognized in the similar manner as in the case of defined benefit plans as mentioned in (ii) (b) above.

## Gratuity

Following table sets out the status of Gratuity plans and amounts recognized in financial statement as of 31st July 2023 and for F.Y. ended 31st March 2023, 31st March 2022 and 31st March 2021.

	(Rs. In lakhs)			
Gratuity Balance sheet Reconciliation	31-07-2023	FY 2022-23	FY 2021-22	FY 2020-21
Opening net liability as per Financials	40.21	33.39	37.95	33.74
Expenses / (income) for period of Gratuity	04.23	06.82	-04.55	04.21
Benefit paid directly by employer	-	-	-	-
Employers Contribution	-	-	-	-
Closing net liability / (asset) recognized	48.35	40.21	33.39	37.95
Current Liability	06.52	05.09	03.71	04.10
Non-Current Liability	41.83	35.12	29.68	33.85

The discounting rates and other information used for the calculation of employee benefit obligation are as follows:

Gratuity Balance sheet Reconciliation	31-07-2023	FY 2022-23	FY 2021-22	FY 2020-21
Discounting Rate used to calculate employee benefit obligation	7.29%	7.35%	6.41%	6.06%
Average future expected working life of employees value of	5 Years	6 Years	5 Years	5 Years
Salary Escalation rate considered for future years	8%	10%	10%	10%

\*Rate taken for each financial year are taken as per the deal rate as on 31st March of respective financial year and for the period ended 31st July 2023 rate are taken as per deal rate as on 31st July 2023.

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the defined benefit obligation as recognised in the balance sheet

Expenses to be Recognized in the Statement of Profit or Loss for the year

	(Rs. In lakhs)			
Gratuity Balance sheet Reconciliation	31-07-2023	FY 2022-23	FY 2021-22	FY 2020-21
Current Service cost	03.11	05.29	08.07	07.15
Net interest cost	01.08	02.14	02.30	02.17
Actuarial (Gain)/Losses	0.04	03.29	-14.92	-05.11
Past Service cost - Non-vested Benefit Recognized				
Past Service cost - Vested Benefit Recognized				
Expenses Recognized in statement of Profit or loss	<b>04.23</b>	<b>10.72</b>	<b>-04.55</b>	<b>04.21</b>

## IX. Taxes on Income

Provision for current tax is made in terms of provisions of the Income Tax Act, 1961. Deferred tax on account of timing difference between taxable and accounting income is provided considering the tax rates and tax laws enacted or substantively enacted by Balance sheet date, the deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

## X. Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## XI. Provision, Contingent Liabilities & Contingent Assets :

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

## **XII. Current and non-current classification**

**The Company presents assets and liabilities in the balance sheet as restated based on current / non-current classification.**

**An asset is classified as current when it satisfies any of the following criteria:**

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

**A liability is classified as current when it satisfies any of the following criteria:**

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.

## **XIII. Contingencies & Events occurring after the balance sheet date**

Event occurring after the date of balance sheet, which provide further evidence of conditions that existed at the Balance Sheet or that arise subsequently, are considered up to the date of approval of accounts by the Board of Directors, Where material.

## **XIV. Lease expense**

Lease payments under an operating lease recognised as an expense in the statement of profit and loss on a straight line basis over the lease term.

Company has not entered into any finance lease arrangements.

## **XV. Foreign Currency Transactions**

(i) Initial recognition - Average monthly exchange rate is considered for all transactions in each foreign currency occurring during that period.

(ii) Conversion - As at balance sheet date, foreign currency monetary items are translated at closing exchange rate. Foreign currency non-monetary items are carried at historical cost using exchange rate on the date of transaction.

Exchange Difference Exchange difference arising on settlement or translation of foreign currency monetary items are recognized as income or expense in the year in which they arise except to the extent exchange differences are regarded as an adjustment to interest cost and treated in accordance with Accounting Standard 16- Borrowing Cost

## **XVI. Other Income**

Interest income: Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Other Income: Income from investment and other income are accounted on accrual basis.

## **XVII. Earning Per Share**

Basic earning per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earning per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares.

## **XVIII. Others**

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

**XIX.** The various figures of financial statement have been regrouped or reclassified wherever necessary.

## **XX. Additional Disclosure Requirements**

**(i) Relationship With Struck off Companies:-**

The Company has not entered into any transactions with strike off companies.

**(ii) Registration of Charges or Satisfaction With Registrar of Companies (ROC):-**

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

**(iii) Compliance With Number of Layers of Companies**

The Company is in compliance with clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**(iv) Utilization of Borrowed Funds and Share Premium**

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:-

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**(v) Undisclosed Income**

The Company has disclosed all its Income appropriately and in the ongoing Tax Assessments as well there has not been any such undisclosed income recognised by the relevant tax authorities.

**(vi) Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**(vii) Disclosure of Benami Property**

The Company does not possess any benami property under the Benami Transactions (Prohibition) Act, 1985 and rules made thereunder.

**(viii) Disclosure of Borrowings**

The Company has utilised the borrowings from banks and financial institutions for the specific purpose for which it was taken as at March 31, 2023.

**(ix) Wilful Defaulter**

The Company has not been declared as Wilful Defaulter by any Bank or Financial Institution or other Lender.

**(x) Title Deeds Of Immovable Properties Not Held In Name Of The Company**

Title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

**(xi) Disclosure on Loans and Advances**

The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

Note No.	Particulars	As at 31-07-2023		As at 31-03-2023		As at 31-03-2022		As at 31-03-2021	
		No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs
2	<b>Restated Share capital</b>								
(a)	<b>AUTHORIZED CAPITAL</b> 3,50,00,000 Equity Shares of Rs. 10/- each.	350.00	3500.00	350.00	3500.00	1.00	10.00	1.00	10.00
		<b>350.00</b>	<b>3500.00</b>	<b>350.00</b>	<b>3500.00</b>	<b>1.00</b>	<b>10.00</b>	<b>1.00</b>	<b>10.00</b>
(b)	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> 1,80,60,085 Equity Shares of Rs. 10/- each	180.60	1806.01	180.60	1806.01	0.74	7.42	0.38	3.76
	<b>Total</b>	<b>180.60</b>	<b>1806.01</b>	<b>180.60</b>	<b>1806.01</b>	<b>.74</b>	<b>7.42</b>	<b>.38</b>	<b>3.76</b>

(i) **2.1 Reconciliation of number of the Equity Shares**

Particulars	As at 31-07-2023		As at 31-03-2023		As at 31-03-2022		As at 31-03-2021	
	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs
Shares outstanding at the beginning of the year	180.60	1806.01	0.74	7.42	0.38	3.76	0.20	2.00
Add : Shares issued during the year								
Conversion of loan into equity	-	-	-	-	0.25	2.55	0.18	1.76
For a consideration other than Cash	-	-	-	-	0.11	1.11	0.00	-
Bonus issued on 07 July 2022 in ratio 1:140	-	-	179.86	1798.59	-	-	-	-
Less : Shares bought back during the year	-	-	-	-	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>180.60</b>	<b>1806.01</b>	<b>180.60</b>	<b>1806.01</b>	<b>0.74</b>	<b>7.42</b>	<b>.38</b>	<b>3.76</b>

Note 2.2 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 2.3 : There is change in the number of shares outstanding at the beginning and at the end of the year which is given in table above.

Particulars	As at 31-07-2023		As at 31-03-2023		As at 31-03-2022		As at 31-03-2021	
	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs	No. of shares in lakhs	Amount in Rs. Lakhs
Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(iii) **2.4 Details of shares held by each shareholder holding more than 5% shares:**

Name of Share Holders	As at 31-07-2023		As at 31-03-2023		As at 31-03-2022		As at 31-03-2021	
	No. of shares in lakhs	Holding %	No. of shares in lakhs	Holding %	No. of shares in lakhs	Holding %	No. of shares in lakhs	Holding %
<b>Equity Shares of Rs.10 each fully paid</b>								
Chirag Shah	11.28	6.25%	11.28	6.25%	0.08	10.78%	0.08	21.29%
Jenil Shah	5.08	2.81%	5.08	2.81%	0.04	4.85%	0.04	9.58%
Rahul Bhanushali	71.31	39.49%	71.31	39.49%	0.30	40.00%	0.04	11.18%
Viren Shah	5.92	3.28%	5.92	3.28%	0.04	5.66%	0.04	11.18%
Sky Ocean Infrastructure Limited	21.27	11.78%	21.27	11.78%	0.15	20.33%	0.15	40.13%
Rajabhau Phad	15.69	8.69%	15.69	8.69%	0.11	15.00%	0.00	-
Kurjibhai Premjibhai Rupareliya	47.94	26.54%	47.94	26.54%	0.01	1.35%	0.01	2.66%
Lalitaben Kurjibhai Rupareliya	2.12	1.17%	2.12	1.17%	0.02	2.02%	0.02	3.99%
<b>Total</b>	<b>180.60</b>	<b>100%</b>	<b>180.60</b>	<b>100%</b>	<b>0.74</b>	<b>100%</b>	<b>0.38</b>	<b>100%</b>

Particulars	As at 31-07-2023		As at 31-03-2023		As at 31-03-2022		As at 31-03-2021	
	No. of shares in lakhs	Class	No. of shares in lakhs	Class	No. of shares in lakhs	Class	No. of shares in lakhs	Class
(i) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	0.37	Equity	0.18	Equity
(ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares	-	-	179.86	Equity	-	-	-	-
(iii) Aggregate number and class of shares bought back	-	-	-	-	-	-	-	-

Promoter Name	As at 31-07-2023		As at 31-03-2023		As at 31-03-2022		As at 31-03-2021	
	No. of shares in lakhs	Holding %	No. of shares in lakhs	Holding %	No. of shares in lakhs	Holding %	No. of shares in lakhs	Holding %
1. Rahul Bhanushali	71.31	39.49%	71.31	39.49%	0.30	40.00%	0.04	11.18%
2. Kurjibhai Premjibhai Rupareliya	47.94	26.54%	47.94	26.54%	0.01	1.35%	0.01	2.66%
3. Sky Ocean Infrastructure Limited	21.27	11.78%	21.27	11.78%	0.15	20.33%	0.15	40.13%
<b>Total</b>	<b>140.52</b>	<b>77.81%</b>	<b>140.52</b>	<b>77.81%</b>	<b>0.46</b>	<b>61.68%</b>	<b>0.20</b>	<b>53.97%</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
3	<b>Restated Reserves and surplus</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>
(a)	<b>Surplus (Profit &amp; Loss Account)</b>				
	Balance brought forward from previous year	400.31	478.68	226.72	194.99
	Add: Profit for the period	259.55	446.58	249.13	66.31
	Add: / (Less): Adjustment for minority interest	-01.90	-13.56	02.83	-
	Add: Excess of provision of tax	-	-	-	-0.83
	Less: Effect of Opening gratuity provision	-	-	-	-33.74
	Less: Utilised for issue of bonus shares	-	511.39	-	-
		<b>657.97</b>	<b>400.31</b>	<b>478.68</b>	<b>226.72</b>
	Opening Security Premium	-	527.20	128.24	39.14
	Add: Current Year	-	-	398.96	89.10
	Less: Utilised for issue of bonus shares	-	527.20	-	-
	<b>Balance carried forward to next year (B)</b>	<b>-</b>	<b>-</b>	<b>527.20</b>	<b>128.24</b>
	<b>Total</b>	<b>657.97</b>	<b>400.31</b>	<b>1005.88</b>	<b>354.96</b>

**Nature & Purpose of Reserves:**

**Securities premium reserve :** Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013

**Retained Earnings :** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

The security premium and retained earning has been utilized for the issue of bonus shares in 1:140 ratio during the financial year 2022-23. i.e. 1,03,85,900 shares of Rs.10 each amounting to Rs. 5,27,20,028 and Rs. 5,11,38,972 respectively.

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
4	<b>Restated Long-term borrowings</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>
	<b>UNSECURED</b>				
	<b>Term loans</b>				
	From Banks/NBFCs	26.54	28.56	123.59	259.87
	From other parties	-	-	-	-
	Less: Current Maturities of Long term Borrowings	-06.49	-06.27	-91.56	-171.28
	<b>Total</b>	<b>20.06</b>	<b>22.29</b>	<b>32.03</b>	<b>88.59</b>

**Nature of securities and terms of repayment of each borrowing-**

**Details of repayment, rate of interest and security for loans from bank and financial institutions including current maturities :**

Name of the Lender/ Nature of securities	Nature Of Securities	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Amount in Rs. Lakhs			
							As at 31 July 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
AXIS BANK	Unsecured	Business Loan	16.25%	20-04-2019	20-06-2022	39 Months	-	-	01.78	09.28
ICICI BANK	Unsecured	Business Loan	15.75%	05-08-2019	05-10-2022	39 Months	-	-	08.92	22.80
FULLERTON BANK LOAN	Unsecured	Business Loan	17.00%	20-06-2019	04-01-2023	42 Months	-	-	11.83	23.30
RATTANINDIA FINANCE PRIVATE	Unsecured	Business Loan	16.75%	28-06-2019	05-02-2022	31 Months	-	-	-	15.29
TATA CAPITAL FINANCIAL	Unsecured	Business Loan	16.90%	28-06-2019	03-01-2022	27 Months	-	-	-	16.65
RBL BANK	Unsecured	Business Loan	16.50%	29-06-2019	05-11-2022	40 Months	-	-	09.70	21.48
STANDRED CHARTERD BANK	Unsecured	Business Loan	16.00%	02-07-2019	01-01-2023	24 Months	-	-	20.74	46.76
INDUSLND BANK	Unsecured	Business Loan	16.00%	08-07-2019	05-07-2021	24 Months	-	-	-	10.39
HDFC BANK	Unsecured	Business Loan	16.25%	06-08-2019	06-10-2022	39 Months	-	-	05.80	14.64
IDFC BANK	Unsecured	Business Loan	16.50%	02-08-2019	02-07-2022	36 Months	-	-	04.19	15.46
FEDBANK FINANCIAL SERVICES LTD	Unsecured	Business Loan	17.00%	17-08-2019	03-01-2023	41 Months	-	-	07.85	15.16
DEUTSCHE BANK	Unsecured	Business Loan	17.50%	24-07-2019	05-02-2023	36 Months	-	-	17.78	34.14
CLIX Capital	Unsecured	Business Loan	16.50%	14-08-2019	02-03-2022	30 Months	-	-	-	14.51
IDFC Car Loan	Unsecured	Car Loan	10.00%	12-03-2022	12-03-2027	60 Months	26.54	28.56	35.00	-

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
5	<b>Restated Deferred Tax Assets/ (Liabilities)</b>				
	Opening Deferred Tax Assets/(Liabilities)	10.63	19.22	27.59	04.30
	Deferred Tax Asset/(Liability) during the year due to depreciation	-02.28	08.59	08.37	-23.28
	<b>Deferred tax Liability Carried forward to Balance Sheet</b>	<b>12.92</b>	<b>10.63</b>	<b>19.22</b>	<b>27.59</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
6	<b>Minority Interest</b>				
	Minority Interest	0.10	0.10	0.10	-
	Add- Share in Post Acquisition Reserves & Surplus (Refer Note no. 3)	12.62	10.72	-02.83	-
		<b>12.72</b>	<b>10.82</b>	<b>-02.73</b>	<b>-</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
		Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
7	<b>Restated Long term Provision</b>				
	Provision for Employee Benefits (Gratuity)	41.83	35.12	29.68	33.85
	<b>Total</b>	<b>41.83</b>	<b>35.12</b>	<b>29.68</b>	<b>33.85</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
		Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
8	<b>Restated Short-term borrowings</b>				
	<b>SECURED</b>				
	Overdraft from Bank	292.32	353.52	199.55	-
	<b>UNSECURED</b>				
(a)	<b>Loans repayable on demand</b>				
(i)	From Bank/NBFC	-	-	21.34	21.39
(ii)	Other than Bank/NBFC	-	-	-	09.00
(iii)	From Director	-	-	-	03.09
	Current Maturities of Long term Borrowings	06.49	06.27	91.56	171.28
	<b>Total</b>	<b>298.80</b>	<b>359.79</b>	<b>312.45</b>	<b>204.76</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
9	<b>Restated Trade payables</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>
(a)	Due to Micro Enterprises & small enterprises	2235.17	1500.98	294.81	287.36
(b)	Due to Others	153.93	348.88	600.57	229.95
	<b>Total</b>	<b>2389.10</b>	<b>1849.85</b>	<b>895.38</b>	<b>517.30</b>

\* the company has compiled this information based on the current information in its possession. As at 31th July 2023, no supplier other than mentioned above has intimated the

Trade Payable ageing schedule as at 31st July,2023

(Amount in Rs. lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	2235.17				2235.17
(ii) Others	151.74	02.19			153.93
(iii) Disputed dues- MSME					
(iv) Disputed dues - Others					
<b>Total</b>					<b>2389.10</b>

Trade Payable ageing schedule as at 31st March,2023

(Amount in Rs. lakhs)



Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1420.98	-	-	80.00	1500.98
(ii) Others	297.00	51.88	-	-	348.88
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>					<b>1849.85</b>

Trade Payable ageing schedule as at 31st March,2022

(Amount in Rs. lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	126.89	-	167.91	-	294.81
(ii) Others	577.33	19.97	03.27	-	600.57
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>					<b>895.38</b>

Trade Payable ageing schedule as at 31st March,2021

(Amount in Rs. lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	112.30	175.06	-	-	287.36
(ii) Others	202.07	27.71	-	0.16	229.95
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>					<b>517.30</b>

Particulars	As at 31-07-2023	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
	(a) <u>Principal amount and Interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006 :</u>	-	-	-
Principal amount due to micro and small enterprises	2235.17	1500.98	294.81	287.36
Interest due on above	-	-	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts 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 MSMED Act, 2006. (Refer note 48(t))	-	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-	-	-

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
<b>10</b>	<b>Restated Other current liabilities</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>
	Employee Salary Payable	38.31	39.32	31.34	32.91
	Advance received from Debtors			01.41	0.85
	<u>Statutory Dues Payable</u>				
	GST payable	68.34	39.95	25.70	20.83
	TDS Payable	21.11	14.57	14.28	05.66
	Equalisation Levy payable				01.55
	PF,PT & ESIC	0.79	0.88	0.78	0.44
	Other Payable	42.78	0.00	02.55	0.00
	<b>Total</b>	<b>171.33</b>	<b>94.73</b>	<b>76.05</b>	<b>62.24</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
<b>11</b>	<b>Restated Short Term Provision</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>	<b>Amount in Rs lakhs</b>
(a)	<u>Provision for employee benefits</u>				
	Gratuity	06.52	05.09	03.71	04.10
	Provision for tax	259.49	186.59	75.13	41.83
	<b>Total</b>	<b>266.01</b>	<b>191.68</b>	<b>78.85</b>	<b>45.93</b>

Note 12 :- Property, Plant and Equipment

FY 2020-21

Amount in Rs. Lakhs

Sr.no.	Particulars	Gross Block					Accumulated Depreciation				Net Block	
		Cost as at 01.04.2020	Addition during the year	Deletion/Written off during year	Adjustments	As on 31.03.2021	As on 01.04.2020	Depreciation for the year	Deletion for the Year	As on 31.03.2021	As on 31.03.2021	As on 01.04.2020
<b>A</b>	<b>Tangible</b>											
	Computer & Data Processing Units	60.28	02.43	-	-	62.71	54.15	03.29	-	57.44	05.26	06.13
	Furniture & Fixture	82.31	-	-	-	82.31	30.56	13.43	-	44.00	38.32	51.75
	Office Equipments	39.15	01.56	-	-	40.71	30.41	04.16	-	34.57	06.14	08.74
	Motor Vehicle	-	0.99	-	-	0.99	-	0.07	-	0.07	0.93	-
	<b>Total</b>	<b>181.74</b>	<b>04.98</b>	<b>-</b>	<b>-</b>	<b>186.72</b>	<b>115.13</b>	<b>20.95</b>	<b>-</b>	<b>136.07</b>	<b>50.65</b>	<b>66.61</b>
<b>B</b>	<b>Intangible Assets</b>											
	Softwre	191.67	-	-	-	191.67	12.27	94.84	-	107.11	84.57	179.40
	Trademark	0.27	-	-	-	0.27	0.26	-	-	0.26	0.01	0.01
	<b>TOTAL</b>	<b>191.94</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>191.94</b>	<b>02.89</b>	<b>94.84</b>	<b>-</b>	<b>107.37</b>	<b>84.58</b>	<b>179.41</b>
	<b>Capital work in progress</b>											
	Capital WIP	-	114.94	-	-	114.94	-	-	-	-	114.95	-
	<b>TOTAL</b>	<b>0.00</b>	<b>114.94</b>	<b>-</b>	<b>-</b>	<b>114.94</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>114.95</b>	<b>0.00</b>
	<b>Total</b>	<b>373.68</b>	<b>119.92</b>	<b>-</b>	<b>-</b>	<b>493.61</b>	<b>118.02</b>	<b>115.78</b>	<b>-</b>	<b>243.44</b>	<b>250.17</b>	<b>246.03</b>
	<b>Previous</b>											

Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)

(Amount in Rs. lakhs)

CWIP/ITAUD	0				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	114.94	-	-	-	114.94
Projects temporarily suspended	-	-	-	-	-

FY 2021-22

Amount in Rs. Lakhs

Sr.no.	Particulars	Gross Block					Accumulated Depreciation				Net Block	
		Cost as at 01.04.2021	Addition during the year	Deletion/Written off during year	Adjustments	As on 31.03.2022	As on 01.04.2021	Depreciation for the year	Deletion for the Year	As on 31.03.2022	As on 31.03.2022	As on 01.04.2021
<b>A</b>	<b>Tangible</b>											
	Computer & Data Processing Units	62.71	03.73	-	-	66.44	57.44	02.67	-	60.11	06.33	05.26
	Furniture & Fixture	82.31	0.04	-	-	82.35	44.00	09.92	-	53.92	28.44	38.32
	Office Equipments	40.71	01.22	-	-	41.93	34.57	02.95	-	37.52	04.42	06.14
	Motor Vehicle	0.99	65.00	-	-	65.99	0.07	01.52	-	01.58	64.41	0.93
	<b>Total</b>	<b>186.72</b>	<b>70.00</b>	<b>-</b>	<b>-</b>	<b>256.72</b>	<b>136.07</b>	<b>17.06</b>	<b>-</b>	<b>153.13</b>	<b>103.59</b>	<b>50.65</b>
<b>B</b>	<b>Intangible Assets</b>											
	Softwre	191.67	116.71	-	-	308.38	107.11	44.99	-	152.10	156.29	84.57
	Trademark	0.27	-	-	-	0.27	0.26	0	-	0.26	0.01	0.01
	<b>TOTAL</b>	<b>191.94</b>	<b>116.71</b>	<b>-</b>	<b>-</b>	<b>308.65</b>	<b>107.37</b>	<b>44.99</b>	<b>-</b>	<b>152.36</b>	<b>156.30</b>	<b>84.58</b>
	<b>Capital work in progress</b>											
	Capital Cwip	114.94	50.06	114.94	-	50.06	-	-	-	-	50.06	114.94
	<b>TOTAL</b>	<b>114.94</b>	<b>50.06</b>	<b>114.94</b>	<b>-</b>	<b>50.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>50.06</b>	<b>114.94</b>
	<b>Total</b>	<b>493.61</b>	<b>236.77</b>	<b>114.94</b>	<b>-</b>	<b>615.43</b>	<b>243.44</b>	<b>62.05</b>	<b>-</b>	<b>305.48</b>	<b>309.95</b>	<b>250.17</b>
	<b>Previous FY 20-21</b>	<b>373.68</b>	<b>119.93</b>	<b>-</b>	<b>-</b>	<b>493.61</b>	<b>118.02</b>	<b>115.78</b>	<b>-</b>	<b>243.44</b>	<b>250.17</b>	<b>246.03</b>

Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)

(Amount in Rs. lakhs)

CWIP/ITAUD	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	50.06	-	-	-	50.06
Projects temporarily suspended	-	-	-	-	-

## FY 2022-23

Amount in Rs. Lakhs

Sr.no.	Particulars	Gross Block				Accumulated Depreciation				Net Block		
		Cost as at 01.04.2022	Addition during the year	Deletion/Written off during year	Adjustments	As on 31.03.2023	As on 01.04.2022	Depreciation for the year	Deletion for the Year	As on 31.03.2023	As on 31.03.2023	As on 31.03.2022
<b>A</b>	<b>Tangible Assets</b>											
	Computer & Data Processing Units	66.44	05.17	-	-	71.61	60.11	03.66	-	63.78	07.83	06.33
	Furniture & Fixture	82.35	25.17	-	-	107.53	53.92	09.15	-	63.07	44.46	28.44
	Office Equipments	41.93	08.92	-	-	50.85	37.52	03.67	-	41.19	09.66	04.42
	Motor Vehicle	65.99	50.00	-	-	115.99	01.58	22.56	-	24.15	91.85	64.41
	<b>Total</b>	<b>256.72</b>	<b>89.26</b>	<b>-</b>	<b>-</b>	<b>345.98</b>	<b>153.13</b>	<b>39.05</b>	<b>-</b>	<b>192.18</b>	<b>153.80</b>	<b>103.59</b>
<b>B</b>	<b>Intangible Assets</b>											
	Trademark	0.27	-	-	-	0.27	0.26	-	-	0.26	0.01	0.01
	Software	193.44	04.27	-	-	197.71	151.99	31.60	-	183.59	14.12	41.45
	Software Cwip Put To Use	114.94	-	-	-	114.94	0.11	39.98	-	40.09	74.85	114.83
	<b>Total (B)</b>	<b>308.65</b>	<b>04.27</b>	<b>-</b>	<b>-</b>	<b>312.92</b>	<b>152.36</b>	<b>71.58</b>	<b>-</b>	<b>223.94</b>	<b>88.98</b>	<b>156.30</b>
	<b>Subtotal (A+B)</b>	<b>565.37</b>	<b>93.53</b>	<b>-</b>	<b>-</b>	<b>658.90</b>	<b>305.48</b>	<b>110.63</b>	<b>-</b>	<b>416.12</b>	<b>242.78</b>	<b>259.89</b>
	<b>Capital WIP</b>											
	Capital WIP	50.06	797.89	-	-	847.96	-	-	-	-	847.96	50.06
	<b>Total</b>	<b>615.43</b>	<b>891.43</b>	<b>-</b>	<b>-</b>	<b>1506.86</b>	<b>305.48</b>	<b>110.63</b>	<b>-</b>	<b>416.12</b>	<b>1090.74</b>	<b>309.95</b>
	Previous FY 21-22	493.61	236.77	114.94	-	615.43	243.44	62.05	-	305.48	309.95	250.17

Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)

(Amount in Rs. lakhs)

CWIP/ITAUD	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	797.89	50.06	-	-	847.96
Projects temporarily suspended	-	-	-	-	-

## FY 2023-24

Amount in Rs. Lakhs

Sr.no.	Particulars	Gross Block				Accumulated Depreciation				Net Block		
		Cost as at 01.04.2023	Addition during the period	Deletion/Written off during period	Adjustments	As on 31.07.2023	As on 01.04.2023	Depreciation for the period	Deletion for the period	As on 31.07.2023	As on 31.07.2023	As on 31.03.2023
<b>A</b>	<b>Tangible Assets</b>											
	Computer & Data Processing Units	71.61	-	-	-	71.61	63.78	01.01	-	64.79	06.82	07.83
	Furniture & Fixture	107.53	0.50	-	-	108.02	63.07	03.89	-	66.96	41.06	44.46
	Office Equipments	50.85	0.15	-	-	51.00	41.19	01.20	-	42.39	08.61	09.66
	Motor Vehicle	115.99	-	-	-	115.99	24.15	09.55	-	33.70	82.29	91.85
	<b>Total</b>	<b>345.98</b>	<b>0.64</b>	<b>-</b>	<b>-</b>	<b>346.62</b>	<b>192.18</b>	<b>15.66</b>	<b>-</b>	<b>207.84</b>	<b>138.78</b>	<b>153.80</b>
<b>B</b>	<b>Intangible Assets</b>											
	Trademark	0.27	-	-	-	0.27	0.26	-	-	0.26	0.01	0.01
	Software	197.71	-	-	-	197.71	183.59	0.53	-	184.11	13.60	14.12
	Software Cwip Put To Use	114.94	11.68	-	-	126.62	40.09	09.23	-	49.32	77.30	74.85
	<b>Total (B)</b>	<b>312.92</b>	<b>11.68</b>	<b>-</b>	<b>-</b>	<b>324.60</b>	<b>223.94</b>	<b>09.76</b>	<b>-</b>	<b>233.69</b>	<b>90.90</b>	<b>88.98</b>
	<b>Subtotal (A+B)</b>	<b>658.90</b>	<b>12.32</b>	<b>-</b>	<b>-</b>	<b>671.22</b>	<b>416.12</b>	<b>25.42</b>	<b>-</b>	<b>441.54</b>	<b>229.68</b>	<b>242.78</b>
	<b>Capital WIP</b>											
	Capital WIP	847.96	31.49	-	-	879.45	-	-	-	-	879.45	847.96
	<b>Total</b>	<b>1506.86</b>	<b>43.81</b>	<b>-</b>	<b>-</b>	<b>1550.67</b>	<b>416.12</b>	<b>25.42</b>	<b>-</b>	<b>441.54</b>	<b>1109.13</b>	<b>1090.74</b>
	Previous FY 22-23	615.43	891.43	-	-	1506.86	305.48	110.63	-	416.12	1090.74	309.95

Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)

(Amount in Rs. lakhs)

CWIP/ITAUD	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	31.49	847.96	-	-	879.45
Projects temporarily suspended	-	-	-	165	-

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
13	<b>Restated Non Current Investment</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
	Investment Property	467.64	467.64	340.09	19.07
	<b>Total</b>	<b>4,67,63,747</b>	<b>4,67,63,747</b>	<b>3,40,08,550</b>	<b>19,06,800</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
14	<b>Restated Long-term loans and advances</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
	Staff Loans	-	-	23.60	23.60
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>23,59,643</b>	<b>23,59,643</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
15	<b>Restated Other non-current assets</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
(a)	<b>Security Deposits</b>				
	<u>Unsecured, considered good</u>				
	House Deposit	80.00	80.00	80.00	-
	Office Deposit	33.25	44.20	11.80	11.99
	Other Deposit	13.80	09.55	07.60	07.50
	<u>Bank Deposits With More Than 12 Months Maturity</u>				
	ICICI Fixed Deposit	02.00	02.00	01.89	01.76
	<b>Total</b>	<b>129.05</b>	<b>135.76</b>	<b>101.29</b>	<b>21.25</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
16	<b>Restated Current Investments</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
	<b>Investments in shares of other companies</b>				
	<b>Quoted</b>				
	Truce Finance Limited (1,40,077Shares) (Market value as at 31.03.2022 - Rs. 1,61,67,435)	-	-	188.08	-
	Vertoz Advertising Limited (18,707 shares) (Market Value as at 31.3.23 - 37,36,723 )	-	35.57	-	-
	Kamdhenu Limited (15,911 shares) (Market Value as at 31.3.23 - 49,82,530)	-	45.78	-	-
	MEP Infrastructure Limited (1,25,800 shares) (Market Value as at 31.3.23 - 14,90,730)	-	18.12	-	-
	Debock Industries Limited (2000 shares) (Refer note 15.1 below)	3,000	-	-	-
		<b>0.03</b>	<b>99.46</b>	<b>188.08</b>	<b>-</b>
	<b>Less:- Diminution in the Value of Investments</b>				
	<b>Total</b>	<b>0.03</b>	<b>99.46</b>	<b>188.08</b>	<b>-</b>

16.1 The application is made for rights entitlement. The shares are pending allotment as on the date of this balance sheet.

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
17	<b>Restated Trade Receivables</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
	<u>Outstanding for more than six months</u>				
(a)	Secured, considered good				
(b)	Unsecured, considered good	454.60	146.78	347.46	413.49
(c)	Doubtful				
	<u>Others</u>				
(a)	a) Secured, considered good				
(b)	b) Unsecured, considered good	3153.80	2499.52	936.77	354.79
(c)	c) Doubtful				
	Unbilled Dues				
	<b>Total</b>	<b>3608.39</b>	<b>2646.30</b>	<b>1284.23</b>	<b>768.28</b>

## i) Trade Receivables ageing schedule as at 31st July,2023

(Amount in Rs lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables -considered good	3153.80	304.97	19.79	0.76	129.08	3608.39	
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

## ii) Trade Receivables ageing schedule as at 31st March,2023

(Amount in Rs lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables -considered good	2499.52	0.22	24.14	0.00	122.42	2646.30	
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

## iii) Trade Receivables ageing schedule as at 31st March,2022

(Amount in Rs lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables -considered good	936.77	11.22	32.36	164.25	139.62	1284.23	
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

## iv) Trade Receivables ageing schedule as at 31st March,2021

(Amount in Rs lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables -considered good	354.79	13.63	242.79	23.36	133.70	768.28	
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-	
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
18	<b>Restated Cash and cash equivalents</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
(a)	<b>Balances with Banks</b>				
	In current account	14.35	15.73	17.23	02.96
(b)	<b>Cash-on-Hand</b>	0.19	0.54	0.01	01.77
	<b>Total</b>	<b>14.54</b>	<b>16.28</b>	<b>17.24</b>	<b>04.73</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
19	<b>Short Term Loans &amp; Advances</b> (Unsecured, Considered Good)	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
a)	Staff Loan	0.78	02.41	06.17	04.96
b)	Other Loans and Advances	69.05	61.96	10.45	65.45
	<b>Total</b>	<b>69.83</b>	<b>64.37</b>	<b>16.62</b>	<b>70.40</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
20	<b>Restated Other current Assets</b>	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs	Amount in Rs lakhs
	<b>TDS Receivable</b>				
	TDS Receivable FY 2019-2020	-	-	01.17	01.17
	TDS Receivable FY 2020-2021	0.12	06.08	07.47	43.40
	TDS Receivable FY 2021-2022	02.96	03.05	95.08	-
	TDS Receivable FY 2022-2023	184.10	195.80	-	-
	TDS Receivable FY 2023-2024	31.61	-	-	-
	<b>TCS Receivable</b>				
	Income Tax Refund Receivable FY 2019-20	04.31	04.31	04.31	04.31
	Advance to Vendors	-	0.59	0.06	8,228
	GST Receivable	28.36	28.48	16.55	-
	Other Current Assets	0.84	01.11	10.06	77.35
	<b>Total</b>	<b>252.30</b>	<b>239.44</b>	<b>134.70</b>	<b>126.32</b>

DOVE SOFT LIMITED  
CIN NO.U74900MH2011PLC221087  
Notes Forming Integral Part of the Restated Consolidated Balance Sheet

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
21	<b>Restated Revenue From Operations</b>	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
(a)	<b>Sale of Products:</b>				
	a)Sales of Services	2923.83	7559.88	3558.04	2265.64
	b)Traded Goods	-	-	-	-
	<b>Total</b>	<b>2923.83</b>	<b>7559.88</b>	<b>3558.04</b>	<b>2265.64</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
22	<b>Restated Other Income</b>	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
a	Interest on FD	-	-	0.50	0.13
b	Profit on sale of shares	05.24	30.16	231.98	-
c	Other interest	0.47	0.18	-	06.48
d	Foreign Exchange Fluctuation	-	-	-	09.93
e	Other income	0.00	0.15	0.00	-
	<b>Total</b>	<b>05.72</b>	<b>30.49</b>	<b>232.48</b>	<b>16.53</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
23	<b>Restated Operating Expenses</b>	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
	SMS,Email,Voice Call	2226.76	5834.38	2742.62	1374.70
	Digital Marketing	17.87	55.93	23.89	135.26
	Commission Paid	55.13	114.27	130.89	226.86
	<b>Total</b>	<b>2299.76</b>	<b>6004.58</b>	<b>2897.40</b>	<b>1736.82</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
24	<b>Restated Employee benefits expense</b>	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
(a)	Salary Wages & Bonus	102.11	259.79	203.07	132.06
(b)	Contribution to PF& ESIC	01.85	04.48	05.62	05.86
(c)	Staff Welfare	02.33	09.21	03.30	01.19
(d)	Director Remuneration	35.94	86.86	35.35	21.26
(e)	Gratuity Expense	04.23	06.82	-04.55	04.21
	<b>Total</b>	<b>146.46</b>	<b>367.17</b>	<b>242.78</b>	<b>164.58</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
25	<b>Restated Finance Costs</b>	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
	Bank Charges	0.06	01.67	01.30	0.51
	Processing Charges	-	03.91	04.81	04.09
	Interest on Loan/OD	14.45	51.82	51.82	58.07
	<b>Total</b>	<b>14.51</b>	<b>57.40</b>	<b>57.93</b>	<b>62.67</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
26	<b>Restated Depreciation and amortization expenses</b>	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
	Depreciation & Amortization	25.42	110.63	62.05	115.78
	<b>Total</b>	<b>25.42</b>	<b>110.63</b>	<b>62.05</b>	<b>115.78</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
<b>27</b>	<b>Restated Other Expenses</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>
a	Rent, Rates And taxes	48.75	95.05	58.99	30.07
b	Legal and Professional Charges	22.15	77.88	09.96	06.41
c	Advertisement & Business Promotion	11.90	27.47	57.47	19.47
d	ROC Fees	0.00	36.79	0.00	0.00
e	Server & Domain Charges	08.96	24.03	15.58	15.02
f	Aws Server	03.47	0.00	0.00	0.00
g	Telephone Charges	01.54	03.29	02.38	02.64
h	Auditors Remuneration	02.50	09.93	05.40	04.45
i	Printing and Stationery	0.93	03.33	01.34	0.52
j	Foreign Exchange Fluctuation	02.17	10.90	01.08	0.00
k	Repairs & Maintenance Expenses	0.00	01.97	03.79	0.18
l	Electricity Charges	02.19	04.68	03.55	05.08
m	Travelling & conveyances	02.60	14.70	04.47	01.48
n	Office Expenses	01.93	10.60	01.28	01.94
o	Provision for Doubtful Debt	0.00	26.73	17.16	14.86
p	Miscellaneous Expenses	04.12	55.30	15.29	15.35
q	Interest on RCM	0.00	01.27	0.00	0.00
	<b>Total</b>	<b>113.23</b>	<b>403.92</b>	<b>197.74</b>	<b>117.46</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
		<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>
<b>27.1</b>	For Statutory Audit & Tax Audit	-	03.50	02.02	01.73
	For Other Services	02.50	06.43	03.38	02.73
	<b>Total</b>	<b>02.50</b>	<b>09.93</b>	<b>05.40</b>	<b>04.45</b>

Note No.	Particulars	31.07.2023	31.03.2023	31.03.2022	31.03.2021
<b>28</b>	<b>Restated Tax Expenses</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>	<b>Amount in Rs. Lakhs</b>
	Provision for Tax	72.90	186.59	75.13	41.83
	<b>Total</b>	<b>72.90</b>	<b>186.59</b>	<b>75.13</b>	<b>41.83</b>

Note No.	Particulars		31.07.2023	31.03.2023	31.03.2022	31.03.2021
			Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs	Amount in Rs. Lakhs
<b>29</b>	<b>Restated Earnings Per Share</b>					
1	Profit after Tax	Rupees	259.55	446.58	249.13	66.31
2	Number of shares outstanding at the year end	Nos.	180.61	180.61	0.75	0.38
3	Weighted average number of equity shares(adjusted)	Nos.	180.61	141.26	104.30	104.07
4a	Basic EPS	Rupees	1.44	3.16	2.39	0.64
4b	Diluted EPS	Rupees	1.44	3.16	2.39	0.64

**Related Party Transaction**

**30 Related Party Disclosures:**

**A List of Related Party where control exists and related parties with whom transactions have taken place and relationships**

a) Individuals / Firms owning voting power giving control or significant influence	<p>Mr. Chirag Shah                  Mr. Jenil Shah                  Mr. Nikhil Shah                  Mr. Rahul Bhanushali                  Mr. Viren Shah                  Mrs. Lalitaben Rupareliya                  Mr. Kurjibhai Rupareliya                  Mr. Phad Rajabhau Shriram                  Sky Ocean Infrastructure Limited                  Dove Soft Technologies Pvt Ltd                  Mr. Udit Mohan Naidu</p>
b) Key Management Personnel:	<p>Mr. Rahul Bhupendra Bhanushali                  Mr. Gaurav Devi Prasad Karmawat                  Mr. Archit Yogeshbhai Tundia</p>
c) Relative of Key personnel	<p>Riddhi Bhanushali                  Bhupendra Banushali                  Dakshaben B Bhanushali                  Pankaj Bhanushali                  Urvashi Bharat Ghervada                  Nisha Kapani                  Devansh Bhanushali                  Jiyansh Bhanushali                  Chandrakant Maniyar                  Geetaben Maniyar                  Rushabh Maniyar                  Jaymin C Maniyar</p>
e) A public company in which a director or manager is a director and hold along with his relatives of more than 2% of its paid-up capital.	<p>Vertoz Advertising Limited</p>
f) Holding, subsidiary or an associate company of such a Company	<p>Dove Soft Technologies Private Limited</p>
g) Director / Controlling Shareholder & there relative held share in other company or own the company	<p><b>Companies:</b>                  ADZURITE SOLUTIONS PRIVATE LIMITED                  AMEE INFORMATION TECHNOLOGY SOLUTION PRIVATE LIMITED                  BLOCKCUBE TECHNOLOGY LIMITED                  CURRY COLLECTION PRIVATE LIMITED                  CYBER SECURITY INTEGRATORS (INDIA) PRIVATE LIMITED                  DIGIHOLO PRIVATE LIMITED                  DOVE SOFT TECHNOLOGIES PRIVATE LIMITED                  EIRENE VENTURE PRIVATE LIMITED                  HASHH APPLICATIONS PRIVATE LIMITED                  HASHJINI PRIVATE LIMITED                  INCREMENTX PRIVATE LIMITED                  MAXWORTH ERESOURCES PRIVATE LIMITED                  MESSAGEBYTE MEDIATECH PRIVATE LIMITED                  MESSAGEBYTE TECHNOLOGIES PRIVATE LIMITED                  MOTIV8 VENTURES PRIVATE LIMITED                  OWN WEB SOLUTION PRIVATE LIMITED                  PAYNX TECHNOLOGIES PRIVATE LIMITED                  RAGHUVEERJI DYEING MILLS PRIVATE LIMITED                  RISHU KICHU AGRO PRODUCER COMPANY LIMITED                  RISHU KICHU INDUSTRIES PRIVATE LIMITED                  STARCRAFT MANORANJAN PRIVATE LIMITED                  STOCKLEAGUE PRIVATE LIMITED                  TAKATAK ENTERTAINMENTS PRIVATE LIMITED                  TELEDGERS TECHNOLOGY PRIVATE LIMITED                  TRUNKOZ TECHNOLOGIES PRIVATE LIMITED                  VERTOZ ADVERTISING LIMITED                  VITCO SOFTWARE SOLUTION PRIVATE LIMITED                  VYOMEEN MEDIA PRIVATE LIMITED                  YESDICE PRIVATE LIMITED</p> <p><b>LLPs</b>                  DIGI MEDIA LLP                  DIGITAL DEMOCRACY LLP                  SPS STARTUPS LLP                  VOTIXO LLP</p>



B Transactions with related parties have been set out below (Amount in Rs. lakhs)

Nature of Transaction	Name of the related party	31st July 2023	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Salary Paid	Rahul Bhanushali	10.00	26.00	18.75	17.50
	Chandra Prakash Maurya	07.93	18.53	16.28	-
	Riddhi Bhanushali	08.00	24.00	18.75	08.75
	Bhupendra Banushali	-	-	12.68	02.09
	Dakshaben B Bhanushali	-	-	12.68	04.17
	Pankaj Bhanushali	06.01	18.02	09.02	03.76
	Shaipa Shah	-	-	-	03.68
	Archit Tundia	02.82	-	-	-
	Mr. Udit Mohan Naidu	12.00	23.41	04.61	-
Gaurav Karmawat	02.40	-	-	-	
Service Fees Paid	Bhupendra Banushali	02.00	17.00	-	-
	Dakshaben B Bhanushali	02.00	17.00	-	-
Commission Paid	Chirag Shah	-	-	-	02.74
	Mfins services private Ltd	-	-	01.03	07.67
Conversion of loan into shares	Rahul Bhanushali	-	-	280.21	-
Issue of Shares in Kind	Rajabhau Phad	-	-	122.41	-
Rent Deposit Paid	Rahul Bhanushali	-	-	80.00	-
Rent Paid	Rahul Bhanushali	08.00	32.00	30.00	-
Re-imbursment of Expense (Received)	Mfins services private Ltd	-	-	21.59	12.99
Re-imbursment of Expense (paid)	Mfins services private Ltd	-	22.91	-	01.59
	Mos Utility Ltd	-	28.70	12.86	04.65
	Jiya corporation	0.12	-	-	-
	Dev Digital	02.04	-	-	-
	Rahul Bhanushali	10.10	04.70	-	-
	Vardhman Distributor	-	-	-	0.02
Loan Received	Rahul Bhanushali	-	-	431.62	09.90
	Sky Ocean Infrastructure Limited	-	-	-	09.00
	Pankaj Bhanushali	-	-	06.77	-
Loan Repaid	Rahul Bhanushali	-	-	542.56	06.81
	Pankaj Bhanushali	-	-	06.77	-
	Sky Ocean Infrastructure Limited	-	-	09.00	-
Sales	Riddhi Bhanushali	04.06	-	-	-
	Mfins services private Ltd	0.36	0.72	01.46	-
	Mos Utility Ltd -Sales	04.23	22.57	08.57	120.38
	E-trav tech limited - sales	05.55	-	-	-

C Balance due to/ (Receivable from) related parties included above (Amount in Rs. Lakhs)

Particulars	31st July 2023	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Rahul Bhanushali	23.74	26.82	03.95	03.09
Chandra Prakash Maurya	01.65	01.43	01.35	01.03
Riddhi Bhanushali	-03.35	0.34	01.76	-
Bhupendra Banushali	0.45	0.45	01.45	-
Dakshaben B Bhanushali	0.05	0.45	01.45	-
Pankaj Bhanushali	01.38	01.30	0.75	0.75
Sky Ocean Infrastructure Limited	-	-	-	09.00
Shaipa Shah	-	-	-	-
Archit Tundia	0.66	0.62	-	-
Gaurav Karmawat	0.60	0.60	-	-
Chirag Shah	-	-	-	-
Rajabhau Phad	-	-	-	-
Mfins services private Ltd	-03.67	-03.87	01.05	0.70
Mos Utility Ltd	-08.22	-10.11	-	-92.96
Jiya corporation	-0.12	-	-	-
Dev Digital	-02.04	-	-	-
Vardhman Distributor	-	-	-	-
E-trav tech limited	-04.60	01.15	-	-

31 The Company does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 except with the parties as mentioned below:

**AS on 31.03.2021**

**Amount in Lakhs**

Name Of the struck off company	Nature of transaction with struck off company	Balance Outstanding	Relationship with the struck off company, if any, to be disclosed
Excel Recruitment Private Limited	SMS Sale	-	NA/-
FUTURZ ECOMMERCE PVT LTD	SMS Sale	-	NA/-
INFRESH SOFTWARE DEVELOPMENT TECHNOLOGY PRIVATE LIMITED	SMS Sale	-	NA/-
Jagruti Infosoft Pvt. Ltd.	SMS Sale	-	NA/-
	<b>Total</b>	-	

**AS on 31.03.2022**

**Amount in Lakhs**

Name Of the struck off company	Nature of transaction with struck off company	Balance Outstanding	Relationship with the struck off company, if any, to be disclosed
FUTURZ ECOMMERCE PVT LTD	SMS Sale	-	NA/-
INFRESH SOFTWARE DEVELOPMENT TECHNOLOGY PRIVATE LIMITED	SMS Sale	-	NA/-
Isavgo Technologies Pvt Ltd	SMS Sale	-	NA/-
Jagruti Infosoft Pvt. Ltd.	SMS Sale	-	NA/-
OXICOOL FINTECH PRIVATE LIMITED	SMS Sale	-	NA/-
Panowa Star Education OPC Pvt Ltd	SMS Sale	-	NA/-
Skin Heal solutions Pvt Ltd	SMS Sale	0.04	NA/-
Technowiz Labs Pvt Ltd	SMS Sale	-	NA/-
	<b>Total</b>	<b>0.04</b>	

**AS on 31.03.2023**

**Amount in Lakhs**

Name Of the struck off company	Nature of transaction with struck off company	Balance Outstanding	Relationship with the struck off company, if any, to be disclosed
Excel Recruitment Private Limited	SMS Sale	-	NA/-
FUTURZ ECOMMERCE PVT LTD	SMS Sale	-	NA/-
Jagruti Infosoft Pvt. Ltd.	SMS Sale	-	NA/-
Maxxway Multi Business Pvt Ltd.	SMS Sale	-	NA/-
Skin Heal solutions Pvt Ltd	SMS Sale	-	NA/-
UNICO FANTASY PRIVATE LIMITED	SMS Sale	-	NA/-
	<b>Total</b>	-	

**AS on 31.07.2023**

**Amount in Lakhs**

Name Of the struck off company	Nature of transaction with struck off company	Balance Outstanding	Relationship with the struck off company, if any, to be disclosed
	<b>Total</b>	-	-

**32 Reconciliation of Profit**

Particular	For the Period/FY ended			
	31-07-2023	31-03-2023	31-03-2022	31-03-2021
<b>Profit after tax as per Books of Accounts</b>	<b>259.55</b>	<b>470.56</b>	<b>261.74</b>	<b>85.37</b>
Provision for Expense				
Changes in Gratuity Expense		-10.60	-01.28	-01.94
Changes in Depreciation Expense	-	0.00	0.00	0.00
Changes in Provision for Doubtful Debt	-	0.00	0.00	0.00
Reversal for Provision				
Accrued Income				
Changes in current Tax				
Changes in Deferred Tax				
<b>Profit after tax as per Restated</b>	<b>259.55</b>	<b>459.96</b>	<b>260.46</b>	<b>83.43</b>

**33 Reconciliation of Equity**

Particular	For the Period/FY ended			
	31-07-2023	31-03-2023	31-03-2022	31-03-2021
<b>Total Equity As per Books of Accounts</b>	<b>2553.37</b>	<b>2295.72</b>	<b>1078.72</b>	<b>411.52</b>
Changes in Profit & Losses	-13.82	-13.82	-03.22	-01.94
Provision for Gratuity	-33.74	-33.74	-33.74	-33.74
<b>Total Equity as per Restated</b>	<b>2505.81</b>	<b>2248.15</b>	<b>1041.76</b>	<b>375.84</b>

34 The Company has taken short term loan but there is no requirement to submit quarterly return statement of current assets.

**35 Restated Contingent Liabilities**

Particulars	31-07-2023	31-03-2023	31-03-2022	31-03-2021
Income tax on account of disallowance/additions	8.00	8.00	8.00	8.00
Claims against the company not acknowledged as de	-	-	-	-
Corporate Guarantees Given	-	-	-	-
Bank Guarantees Given	-	-	-	-
Other money for which the company is contingently	-	-	-	-
Commitments	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-
Other commitments (specify nature).	-	-	-	-

The company has a contingent liability of tax on additional income of INR 8 lakhs in connection with a pending appeal against a notice received

36 There is not revaluation made by the Company during the financial year ended July 31, 2023 as well as previous year 2023, 2022 and 2021.

37 Company has not purchases its own shares out of free reserves or securities premium account

38 The Financial Statements of a company comply with the accounting standards referred in Section 129(1)

39 **Corporate Social Responsibility (CSR)** - The Company is not eligible to make CSR fund.

40 **Post reporting date events** - No adjusting or significant non-adjusting events have occurred between July 31, 2023 and the date of

41 **Director Personal Expenses**-There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if

42 RATIO ANALYSIS

Ratio	Numerator	31-07-23	31-03-23	31-03-22	31-03-21	Denominator	31-07-23	31-03-23	31-03-22	31-03-21	Ratios				Reasons for variation exceeding 25% between 2022 and 2023	
		Amount in Lakhs	Amount in Lakhs	Amount in Lakhs	Amount in Lakhs		Amount in Lakhs	Amount in Lakhs	Amount in Lakhs	Amount in Lakhs	Amount in Lakhs	Amount in Lakhs				
1	Current Ratio	Current Assets	3945.09	3065.85	1640.87	969.72	Current Liabilities	3125.25	2496.06	1362.74	830.23	1.26	1.23	1.20	1.17	Variation below 25%
2	Debt Equity Ratio	Total Debt	318.86	382.08	344.49	293.35	Shareholder's Equity	2463.98	2206.32	1013.30	358.72	0.13	0.17	0.34	0.82	The reduction in the debt equity ratio is on account of increase in shareholders equity due to issue of 179.86 lakh shares issued during FY 22-23
3	Debt Service Coverage Ratio	Net Operating Income	370.10	814.71	452.60	263.30	Debt Service	63.26	152.45	116.92	92.74	5.85	5.34	3.87	2.84	The increase is on account of increased profitability and higher depreciation
		Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like loss on sale of fixed assets, etc.					Current Debt Obligation (Interest & Lease payment+ Principal Repayment.									
4	Return on Equity Ratio	Profit for the period Net Profit after taxes - preference dividend (if any)	259.55	446.58	249.13	66.31	Avg. Shareholders Equity (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	2335.15	1609.81	686.01	297.85	11.11	27.74	36.32	22.26	Variation below 25%
5	Inventory Turnover Ratio	Sale of Traded goods	-	-	-	-	Average Inventory (Opening Stock + Closing Stock)/2	-	-	-	-	-	-	-	-	
6	Trade Receivables Turnover Ratio	Net Credit Sales	2923.83	7559.88	3558.04	2265.64	Average Trade Receivables (Beginning Trade Receivables + Ending Trade Receivables) / 2	3127.35	1965.26	1026.25	886.78	0.93	3.85	3.47	2.55	Variation below 25%
7	Trade Payables Turnover Ratio	Total Purchases	2299.76	6004.58	2897.40	1736.82	Average Trade Payables	2119.48	1372.62	706.34	639.62	1.09	4.37	4.10	2.72	Variation below 25%
8	Net Capital Turnover Ratio	Net Sales	2923.83	7559.88	3558.04	2265.64	Average Working Capital	409.92	284.89	139.07	69.74	7.13	26.54	25.58	32.48	Variation below 25%
9	Net Profit Ratio	Net Profit Profit After Tax	259.55	446.58	249.13	66.31	Net Sales Sales	2923.83	7559.88	3558.04	2265.64	0.09	0.06	0.07	0.03	Variation below 25%
10	Return on Capital employed	EBIT	344.68	704.07	390.55	147.52	Capital Employed *	2538.58	2274.56	1072.28	481.16	13.58	30.95	36.42	30.66	Variation below 25%
		Profit before Interest and Taxes					Capital Employed = Total Assets - Current Liabilities									

For Mathia & Co.  
Chartered Accountants  
ICAI Firm Registration No. 126504W

For and on behalf of the Board  
DOVE SOFT LIMITED

CA Bhavin Sheth  
Partner  
M. No. 120503  
Place: Mumbai  
Date: 25/10/2023  
UDIN: 23120503BGXMPG8639

PANKAJ BHANUSHALI  
DIRECTOR  
DIN : 09247684  
Place : Mumbai  
Date : 25/10/2023

RAHUL B BHANUSHALI  
MD & CEO  
DIN : 03561905  
Place : Mumbai  
Date : 25/10/2023

Gaurav Karmawat  
Chief Financial Officer  
Place : Mumbai  
Date : 25/10/2023

Archit Tundia  
Company Secretary  
Place : Mumbai  
Date : 25/10/2023

## OTHER FINANCIAL INFORMATION

(₹ in Lakhs)

Particulars	31-07-2023	31-03-2023	31-03-2022	31-03-2021
<b>Total Revenue (A)</b>	2923.83	7559.88	3558.04	2265.64
<b>Net Profit after tax</b>	259.55	446.58	249.13	66.31
<b>Net Profit as Restated (B)</b>	<b>330.17</b>	<b>646.68</b>	<b>332.63</b>	<b>84.85</b>
Add: Depreciation	25.42	110.63	62.05	115.78
Add: Interest on Loan	14.51	57.40	57.93	62.67
<b>EBITDA (C)</b>	<b>370.10</b>	<b>814.71</b>	<b>452.60</b>	<b>263.30</b>
<b>EBITDA Margin (in %) (C/A)</b>	12.66%	10.78%	12.72%	11.62%
<b>Net Worth as Restated (D)</b>	<b>2463.98</b>	<b>2206.32</b>	<b>1013.30</b>	<b>358.72</b>
<b>Return on Net worth (in %) as Restated (B/D)</b>	13.40%	29.31%	32.83%	23.65%
<b>Equity Share at the end of year/period (in Nos.) (E)</b>	180.61	180.61	0.75	0.38
Weighted No. of Equity Shares (G)				
<b>Equity Share at the end of year/period (in Nos.) (F)</b>	180.61	141.26	104.30	104.07
<i>- (Post Bonus with retrospective effect)</i>				
<b>Earnings per Equity Share as Restated (B/G)</b>	1.44	3.16	2.39	0.64
<i>- Basic &amp; Diluted (As per restated Period)</i>				
<b>Earnings per Equity Share (B/F)</b>	1.44	3.16	2.39	0.64
<i>- Basic &amp; Diluted (Post Bonus with retrospective effect)</i>				
<b>Net Asset Value per Equity share as Restated (D/E)</b>	13.64	12.22	1,347.75	954.48
<b>Avg Net Worth</b>	2335.15	1609.81	686.01	297.85
<b>Return on Net Worth (%)</b>	11.11	27.74	36.32	22.26
<b>Net Asset Value per Equity share (D/F)</b>	13.64	15.62	9.72	3.45
<i>- (Post Bonus with retrospective effect)</i>				
<b>Note:-</b>				
EBITDA Margin = EBITDA/Total Revenues				
Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.				
Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended Companies (Accounting Standards) Rules 2006, as amended.				
Return on Net worth (%) = Restated Profit after taxation / Average Net worth x 100.				
Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any				
Net asset value/Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of FY.				
The Company does not have any revaluation reserves or extra-ordinary items.				
The figures disclosed above are based on the Restated Financial Statements of the Company.				

## CAPITALISATION STATEMENT

Statement of Capitalisation as on July 31, 2023 on consolidated basis:

(₹ in Lakhs)

Particulars	Pre Offer as at 31st July 2023	Post Offer
Borrowings		
Short- term	292.32	[●]
Long- term (including current maturities) (A)	26.54	[●]
Total Borrowings (B)	318.86	[●]
Shareholder's fund		
Share capital	1,806.01	[●]
Reserve and surplus, as restated	657.97	[●]
Total Shareholder's fund (C)	2,463.98	[●]
Long- term borrowings / equity ratio {(A)/(C)}	0.01	[●]
Total borrowings / equity ratio {(B)/(C)}	0.13	[●]

## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the Year ended on March 31, 2021, March 31, 2022, March 31, 2023 and for the period ended on July 31, 2023. You should read the following discussion of our financial condition and results of operations together with our restated consolidated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated consolidated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Dove Soft Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Consolidated Financial Statements*” for Financial Year ended on March 31, 2021, March 31, 2022, March 31, 2023 and for the period ended on July 31, 2023 included in this Draft Red Herring Prospectus beginning on page 148.

### **BUSINESS OVERVIEW**

Our Company was incorporated as private limited Company under the name “Dove Soft Private Limited”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on August 19, 2011. Subsequently, our Company was converted into a public limited company pursuant to shareholders resolution passed at the general meeting of our Company held on August 17, 2022, and the name of our Company was changed to “Dove Soft Limited” and a fresh certificate of incorporation dated September 19, 2022, was issued by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74900MH2011PLC221087.

We are an integrated cloud communications solutions providers giving services via SMS, Voice, Whatsapp and Email. We provide services to various enterprises and over-the-top (OTT) players. Our range of services include Short Message Service (SMS), WhatsApp, Voice, Interactive Voice Response (IVR), Outbound Dialer (OBD) solution, E-mail and Digital Products. We cater to clients from various industries such as Telecom, Information Technology, Travel Tourism, Entertainment, Media, Advertising and Events, Retail, Real Estate, Healthcare and cosmetic, Banking, Financial Services, and Insurance, Automobile, E-commerce and Food and Beverages.

Our sales team approaches our clients and potential clients to promote their existing products/ services. After understanding the customer’s marketing needs for their product or service, our company presents its existing range of offerings. Based on the client’s requirements, our company tailors a custom plan. Once the client approves the proposed plan, our company proceeds to implement and execute the plan accordingly. We are committed to provide quality services to help grow and maintain the clients’ specific requirements. We have dedicated team comprising of skilled technicians.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of July 31, 2023 as disclosed in this Draft Red Herring Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

### **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company’s future results of operations could be affected potentially by the following factors:

1. General economic conditions in India, changes in laws and regulations.
2. Changes in revenue mix, including geographic mix of our revenues.
3. Changes in Fiscal, Economic or Political conditions in India.
4. Increased market fragmentation.
5. Competition with existing and new entrants
6. Disruptions in the supply chain management
7. Technology System and Infrastructure Risks

## OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, “Annexure IV” beginning under Chapter titled “Financial Information of our Company” beginning on page 148 of the Draft Red Herring Prospectus.

## RESULTS OF KEY OPERATIONS

The following table sets forth select financial data from our restated financial statement of profit and loss for the period ended on July 31, 2023 and financial years ended March 31, 2023, 2022 and 2021 the components of which are also expressed as a percentage of total revenue for such period and financial years

(₹ in lakhs)

Particulars	For the period ended on				For the year ended on			
	July 31, 2023	% of Total Income	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income	March 31, 2021	% of Total Income
Revenue from operation	2,923.8 3	99.80	7,559.8 8	99.60	3,558.0 4	93.87	2,265.6 4	99.28
Other income	5.72	0.20	30.49	0.40	232.48	6.13	16.53	0.72
<b>Total Revenue</b>	<b>2,929.55</b>	<b>100.00</b>	<b>7,590.3 7</b>	<b>100.00</b>	<b>3,790.5 3</b>	<b>100.00</b>	<b>2,282.17</b>	<b>100.00</b>
Operating Expenses	2,299.7 6	78.50	6,004.5 8	79.11	2,897.4 0	76.44	1,736.8 2	76.10
Employee Benefits Expenses	146.46	5.00	367.17	4.84	242.78	6.41	164.58	7.21
Finance Cost	14.51	0.50	57.40	0.76	57.93	1.53	62.67	2.75
Depreciation and Amortisation Cost	25.42	0.87	110.63	1.46	62.05	1.64	115.78	5.07
Other Expenses	113.23	3.86	403.92	5.32	197.74	5.22	117.46	5.15
<b>Total Expenses</b>	<b>2,599.3 8</b>	<b>88.73</b>	<b>6,943.6 9</b>	<b>91.48</b>	<b>3,457.9 0</b>	<b>91.22</b>	<b>2,197.3 1</b>	<b>96.28</b>
<b>Profit Before Tax</b>	<b>330.17</b>	<b>11.27</b>	<b>646.68</b>	<b>8.52</b>	<b>332.63</b>	<b>8.78</b>	<b>84.85</b>	<b>3.72</b>
Tax Expenses	70.62	2.41	200.10	2.64	83.50	2.20	18.55	0.81
<b>Profit (Loss) for the Year</b>	<b>259.55</b>	<b>8.86</b>	<b>446.58</b>	<b>5.88</b>	<b>249.13</b>	<b>6.57</b>	<b>66.31</b>	<b>2.91</b>

## Review of Restated Financials

**Revenue from Operations:** Revenue from operations mainly consists of sale of integrated cloud communications solutions services via SMS, Voice, Whatsapp and Email to Telecom, Information Technology, Travel Tourism, Entertainment, Media, Advertising and Events, Retail, Real Estate, Healthcare and cosmetic, Banking, Financial Services, and Insurance, Automobile, E-commerce, Food and Beverages.



**Other Income:** Other income includes interest income on fixed deposits and other interest, profit from sale of shares, foreign exchange fluctuation, sundry balance written back, and Other non-operating income.

**Total Income:** Our total income comprises of revenue from operations and other income.

**Total Expenses:** Company's total expenses consist of Operating Expenses, employee benefit expenses, finance costs, depreciation and amortization expenses, other expenses.

**Operating Expenses:** Operating expenses mainly consist of SMS, Email, Voice call, Digital marketing and Commission Paid expenses.

**Employee Benefits Expense:** Employee benefit expense includes Salary Wages and Bonus, Director remuneration, Staff Welfare Expenses, gratuity, contribution to provident fund and ESIC.

**Finance Cost:** Finance cost includes bank charges, processing charges and interest on loan/OD.

**Other expenses:** Other administrative expenses mainly consist of rent, rates and taxes, legal and professional charges, advertisement and business promotion, ROC fees and miscellaneous expenses.

## **REVIEW OF OPERATION FOR THE PERIOD ENDED July 31, 2023**

### ***Revenue from Operations***

The revenue generated during the period ending on July 31, 2023, totalled ₹2,923.83 lakhs, representing 99.80% of the total income. The main source of their income came from offering comprehensive cloud communication solutions and services, such as SMS, Voice, WhatsApp, and Email, to a variety of sectors, with a significant focus on Telecom, Information Technology, Travel and Tourism, Entertainment, Media, Advertising, and Events.

### ***Other Income***

Other income for the period ended July 31, 2023, amounted to ₹ 5.72 lakhs constituting 0.20 % of total income of which the profit on sale of shares ₹ 5.24 lakhs and other interest ₹ 0.47 lakhs.

### ***Operating Expenses***

The operating expense for the period ending on July 31, 2023, totalled ₹2,299.76 lakhs, making up 78.50% of the total revenue. Within these expenses, spending on SMS, email, and voice call services, digital marketing expenditures, and commissions paid amounted to ₹2,226.76 lakhs, ₹17.87 lakhs, and ₹55.13 lakhs, respectively.

### ***Employee Benefits Expenses***

The costs associated with employee benefits for the period that concluded on July 31, 2023, totalled ₹146.46 lakhs, making up 5.00% of the total revenue. These employee benefits expenses primarily included salary wages and bonuses, amounting to ₹102.11 lakhs, as well as Provident Fund (PF) and Employees' State Insurance Corporation (ESIC) expenses totaling ₹1.85 lakhs. Additionally, director remuneration accounted for ₹35.94 lakhs, staff welfare expenses amounted to ₹2.33 lakhs, and there were expenses related to gratuity.

### ***Finance Costs***

The financial expenses for the period that concluded on July 31, 2023, totalled ₹14.51 lakhs, accounting for 0.50% of the total revenue. These expenses primarily consisted of bank charges amounting to ₹0.06 lakhs and interest on loans/overdrafts, which amounted to ₹1.88 lakhs.

### ***Depreciation and amortization expenses***

Our depreciation and amortization expenses for the period ended July 31, 2023 amounted to ₹ 25.42 lakhs constituting ₹ 0.76% of total income.

#### ***Other Expenses***

Our other expenses for the period ended July 31, 2023, amounted to ₹ 113.23 lakhs constituting 3.86 % of total income which primarily comprised of Rent, Rates And taxes of ₹ 48.75 lakh, Legal and Professional Charges of ₹ 22.15 lakhs, Advertisement & Business Promotion of ₹ 11.90 lakhs, Server & Domain Charges ₹ 8.96 lakhs, miscellaneous expenses of ₹ 4.12 lakhs.

#### ***Profit before tax***

Our profit before tax for the period ended July 31, 2023, amounted to ₹ 330.17 lakhs constituting 11.27 % of total income.

#### ***Tax Expenses:***

Our tax expenses for the period ended July 31, 2023, were ₹ 70.62 lakhs. Our tax expenses were 2.41 % of our total income.

#### ***Profit after Tax:***

Our profit after tax for the period ended July 31, 2023, amounted to ₹ 259.55 lakhs constituting 8.86 % of total income.

### **COMPARISON OF F.Y. 2023 WITH F.Y. 2022:**

#### ***Revenue from Operations***

The Company's revenue from operations the financial year 2022-23 is ₹ 7,559.88 lakhs. This represents ₹ 4,001.84 lakhs or 40.54% increase compared to the previous financial year's total income of ₹ 3,558.04 lakhs. The sales growth can be attributed to an increase in demand for their services, which are a result of providing extensive cloud communication solutions. These solutions encompass SMS, Voice, WhatsApp, and Email services and are targeted at a diverse range of industries, with a particular emphasis on Telecom, Information Technology, Travel and Tourism, Entertainment, Media, Advertising, and Events.

#### ***Other Income***

In the financial year 2022-23, the other income recorded a decrease of 86.9%, amounting to ₹ 30.49 lakhs, as compared to ₹ 232.48 lakhs in financial year 2021-22. This decline was primarily due to decrease in profit from sale of shares ₹ 201.82 lakhs.

#### ***Operating Expenses***

The Operating Expenses rose from ₹ 2,897.40 lakhs during the fiscal year 2021-22 to ₹ 6,004.58 lakhs in the fiscal year 2022-23. This represents an increase of approximately ₹ 3,107.17 lakhs, which is equivalent to a 107.2% increase. This uptick can be attributed to higher costs related to SMS, email, and voice call expenses, as well as digital expenses amounting to ₹ 3,091.75 lakhs and ₹ 32.04 lakhs, respectively. However, it's important to note that this increase was partially offset by a commission payment of ₹ 16.62 lakhs.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2022-23 surged by 51.2%, reaching ₹ 367.17 lakhs in comparison to the ₹ 242.78 lakhs incurred in the Financial Year 2021-22. This rise in employee expenses

primarily stemmed from increases in salary wages and bonuses, which went up by ₹ 56.73 lakhs, as well as direct remunerations, which saw ₹ 51.51 lakhs increase, and gratuity expenses, which grew by ₹ 11.37 lakhs.

### **Finance Cost**

The Finance cost decrease by 0.9 % to ₹ 57.40 lakhs in the Financial Year 2022-23 against that of ₹ 57.93 lakhs in Financial Year 2021-22. The decrease of the Finance Charges is on account decrease in processing charges by ₹ 0.90 lakhs in the FY 2022-23.

### **Depreciation and Amortisation Expenses**

Depreciation and amortization expenses rose by ₹ 48.59 lakhs to reach ₹ 110.63 lakhs during the financial year 2022-23, compared to the ₹ 62.05 lakhs recorded in the financial year 2021-22. This increase in depreciation was a result of acquiring fixed assets and capital work-in-progress software that were put into use.

### **Other Expenses**

Other expenses saw an increase of 104.3%, totaling ₹ 403.92 lakhs during the financial year 2022-23, as opposed to the ₹ 197.74 lakhs incurred in the financial year 2021-22. This rise in other expenses was primarily attributed to several factors, including ₹ 36.06 lakhs increase in Rent, Rates, and Taxes, ₹ 40.01 lakhs increase in miscellaneous expenses, a ₹ 67.92 lakhs increase in Legal and Professional Charges, a ₹ 36.79 lakhs increase in ROC fees, and a ₹ 10.22 lakhs increase in traveling expenses.

### **Tax Expenses:**

Tax expenses increased by 139.6%, reaching a total of ₹ 200.10 lakhs in the financial year 2022-23, in contrast to the ₹ 83.50 lakhs in the financial year 2021-22. This notable increase in tax expenses can be primarily attributed to ₹ 111.46 lakhs rise in current tax payments.

### **Profit after Tax (PAT)**

As a result of the factors mentioned earlier, the profit showed an increase, primarily due to the growth in total income. The Profit After Tax (PAT) for the financial year 2022-23 amounted to ₹ 446.58 lakhs, in contrast to ₹ 249.13 lakhs in the financial year 2021-22. In the financial year 2022-23, the PAT represented 5.88% of the total revenue, as opposed to 6.57% of the total revenue in the financial year 2021-22.

## **COMPARISON OF F.Y. 2022 WITH F.Y. 2021:**

### **Revenue from Operations**

The Company's revenue from operations the financial year 2021-22 is ₹ 3,558.04 lakhs. This represents ₹ 1,292.41 lakhs or 57.0% increase compared to the previous financial year's total income of ₹ 2,265.64 lakhs. The growth is attributed to an uptick in service sales resulting from the provision of extensive cloud communication solutions and services, which include SMS, Voice, WhatsApp, and Email, across various industries, with a notable emphasis on Telecom, Information Technology, Real Estate, Banking, Financial Services, and Insurance and Automobile.

### **Other Income**

Other income increased from ₹ 16.53 lakhs in the fiscal year 2020-21 to ₹ 232.48 lakhs in the fiscal year 2021-22. This notable increase was mainly attributable to a rise in profit resulting from the sale of shares, amounting to ₹ 231.98 lakhs.

### **Operating Expenses**

The Operating Expenses rose from ₹ 1,736.82 lakhs during the fiscal year 2020-21 to ₹ 2,897.40 lakhs in the fiscal year 2021-22. This represents an increase of approximately ₹ 1,160.58 lakhs, which is equivalent to a 66.8% increase. This uptick can be attributed to higher costs related to SMS, email, and voice call expenses amounting to ₹ 1367.93 lakhs. However, it's important to note that this increase was partially offset by a commission payment and digital marketing of ₹ 16.62 lakhs and ₹ 32.04 lakhs, respectively.

### **Employee Benefits Expenses**

During the Financial Year 2021-22, employee benefit expenses increased by 47.5%, reaching ₹ 242.78 lakhs, compared to the ₹ 164.58 lakhs in the Financial Year 2020-21. This increase in employee costs was mainly driven by salary wage and bonus increments, amounting to a total of ₹ 71.01 lakhs, along with ₹ 14.10 lakhs increase in direct remuneration. It's worth noting that this growth was partially offset by a reduction of ₹ 8.76 lakhs in gratuity expenses.

### **Finance Cost**

The Finance cost decrease by 7.6% to ₹ 57.93 lakhs in the Financial Year 2021-22 against that of ₹ 62.67 lakhs in Financial Year 2020-21. The decrease of the Finance Charges is on account decrease in interest by ₹ 6.25 lakhs in the FY 2021-22.

### **Depreciation and Amortisation Expenses**

Depreciation and amortization expenses declined by ₹ 53.74 lakhs, bringing the total to ₹ 62.05 lakhs in the financial year 2021-22, as opposed to the ₹ 115.78 lakhs reported in the financial year 2020-21. This drop in depreciation expenses was a consequence of a reduced base of fixed assets and intangible assets.

### **Other Expenses**

Other expenses saw an increase of 68.3%, totaling ₹ 197.74 lakhs during the financial year 2021-22, as opposed to the ₹ 117.46 lakhs incurred in the financial year 2020-21. This rise in other expenses was primarily attributed to several factors, including ₹ 28.92 lakhs increase in Rent, Rates, and Taxes, ₹ 67.92 lakhs increase in Legal and Professional Charges, ₹ 38.00 lakhs increase in Advertisement & Business Promotion, ₹ 3.61 lakhs increase in Repairs & Maintenance Expenses.

### **Tax Expenses:**

Tax expenses increased by 350.2%, reaching a total of ₹ 83.50 lakhs in the financial year 2021-22, in contrast to the ₹ 18.55 lakhs in the financial year 2020-21. This notable increase in tax expenses can be primarily attributed to ₹ 33.30 lakhs rise in current tax payments and ₹ 31.65 lakhs in deferred tax.

### **Profit after Tax (PAT)**

As a result of the factors mentioned earlier, the profit showed an increase, primarily due to the growth in total income. The Profit After Tax (PAT) for the financial year 2021-22 amounted to ₹ 249.13 lakhs, in contrast to ₹ 66.31 lakhs in the financial year 2020-21. In the financial year 2021-22, the PAT represented 6.57% of the total revenue, as opposed to 2.91% of the total revenue in the financial year 2020-21.

### **Cash Flow**

The table below summaries our cash flows from our Restated Consolidated Financial Information for the period ended July 31, 2023 and for the financial years ended on 2023, 2022, and 2021:

<b>Particulars</b>	<b>For the period ended July 31, 2023</b>	<b>FY 2023</b>	<b>FY 2022</b>	<b>FY 2021</b>
Net cash (used in)/ Generated from operating activities	7.94	169.59	95.07	182.14
Net cash (used in)/ Generated from investing activities	68.05	(910.74)	(479.38)	(96.57)
Net cash (used in)/ Generated from finance activities	(77.73)	740.19	396.83	(85.45)
Net increase/ (decrease) in cash and cash equivalents	(1.74)	(0.96)	12.51	0.13
Cash and Cash Equivalents at the beginning of the period	16.28	17.24	4.73	4.60
Cash and Cash Equivalents at the end of period	14.54	16.28	17.24	4.73

### ***Cash Flow from/(used in) Operating Activities***

For period ended July 31, 2023, to net cash from operating activities was ₹ 7.94 lakhs as compared to Profit Before Tax of ₹ 330.17 lakhs.

For fiscal 2023, net cash from operating activities was at ₹ 169.59 lakhs as compared to Profit Before Tax of ₹ 646.68 lakhs while for fiscal 2022, net cash from operating activities was at ₹ 95.07 lakhs as compared to Profit Before Tax of ₹ 332.63 lakhs. For fiscal 2021, net cash from operating activities was at ₹ 182.14 compared to Profit Before Tax of ₹ 84.85 lakhs.

### ***Cash Flow from/(used in) Investing Activities***

For the period ended July 31, 2023, to net cash from investing activities was ₹ 68.05 lakhs as compared to Profit Before Tax of ₹ 330.17 lakhs.

For fiscal 2023, net cash used in investing activities was ₹ 910.74 lakhs due to purchase of tangible and intangible assets, while for fiscal 2022, net cash used in investing activities was ₹ 479.38 lakhs due to purchase of tangible and intangible assets and net purchase of investment. For fiscal 2021, net cash used in investing activities was ₹ 96.57 lakhs due to purchase of tangible and intangible assets and purchase of investment.

### ***Cash Flow from/(used in) Financing Activities***

For the period ended July 31, 2023, to net cash used in financing activities was ₹ 77.73 lakhs as compared to Profit Before Tax of ₹ 330.17 lakhs

For fiscal 2023, net cash from financing activities was ₹ 740.19 lakhs due to proceeds of short-term borrowing and issue of share capital. For fiscal 2022, net cash from financing activities was ₹ 396.83 lakhs due to payment of finance cost and repayment of borrowings. For fiscal 2021, net cash used in financing activities was ₹ 85.45 lakhs due to payment of long term borrowing.

### **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

#### **1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years other than shut down of business due to COVID-19.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major activities derives from sale of various cloud communication services to Banking, Financial Services, and Insurance (BFSI), Media and Entertainment, Tourism, Retail, Fast-Moving Consumer Goods (FMCG), E-commerce, Logistics, Healthcare, Hospitality, and pharmaceuticals companies.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page 28 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry services in which the issuer company operated.**

The Company is in the business of, the relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 93 of this Draft Red Herring Prospectus.

**8. Status of any publicly announced new products or business services.**

Our Company has not announced any new services or business services.

**9. The extent to which business is seasonal.**

Our Company’s business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

Our company does not rely on a single or a few suppliers, but it does have a dependence on a few numbers of customers.

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 93 and 101, respectively of this Draft Red Herring Prospectus.

## FINANCIAL INDEBTEDNESS

Our Company avails certain credit facilities in the ordinary course of business to meet our working capital requirements and for general corporate purposes. As of July 31, 2023, our outstanding borrowings aggregated to ₹ 318.86 lakhs.

Set forth below, is a brief summary of our Company's borrowings as July 31, 2023 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in Lakhs)

Category Of Borrowing	Sanctioned Amount	Outstanding amount as on July 31, 2023	Rate Interest	Of	Terms Of Repayment
<b>Secured</b>					
<i>Overdraft from bank</i>					
ICICI Bank OD	490.00	292.32	11.00%		Repayable on demand
<b>Unsecured</b>					
<i>Term loans</i>					
IDFC Car Loan	35.00	26.54	10.00%		60 Months
<b>Total</b>	<b>525.00</b>	<b>318.86</b>			

*\*As certified by, Mathia & Co. pursuant to their certificate dated October 31, 2023.*

*Notes: In the absence of specific sanction limits, outstanding amount of borrowing (including interest payable) has been considered as sanction amount.*

### Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness:

1. **Interest:** In terms of the facilities sanctioned to us, the interest rate shall be agreed with the lender at the time of disbursement. Additionally, the interest rate for unsecured loans availed is 10% -11%.
2. **Tenor:** The tenor of the unsecured term loan loans availed by our Company is for 60 months, and secured overdraft from bank are repayable on demand.
3. **Security:** In terms of the borrowings availed by our Company where security needs to be created, security is created by registered mortgage of on following Immovable Property as mentioned below:
  - a. Equitable mortgage on property situated at Flat no. C/1701 17<sup>th</sup> Floor C Wing Platano Lifestyle City Kalyan, Next to Ajanta Paper Mill Vadavali Shahad West Thane- 421102 belonging to Rahul Bhanushali.
  - b. Equitable mortgage on property situated at Flat no. 21, 2<sup>nd</sup> floor, New Silverhome Co-Op Housing Society Ltd, Plot No 15 New Kantawadi Road, Bandra West, Mumbai- 400050 belonging to Mr. Rajabhau Phad.
  - c. Cross collateralisation by way of extension of equitable mortgage charge in form and manner satisfactory to the bank on residential property located at Falt No 3003, Kanakia levels, Kathiawadi chowk, Rani sati Marg, Malad, Mumbai-400097 belonging to Mr. Chirag Shah.
4. **Guarantee:** Personal guarantees provided by Chirag Shah, Shaipa Shah, and Rahul Bhanushali (promoters and directors), along with a personal guarantee from Rajabhau Phad.
5. **Covenants:**
  - a. There shall not be any diversion of fund to any sister concern/ subsidiaries.
  - b. Pricing approval to be taken as per approved pricing memo.
  - c. Payment for unsecured loans should be subordinated to payments towards our facilities.
  - d. In case of default, Rent is to be assigned in favour of ICICI Bank if property is let out.

## **SECTION VII- LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no outstanding (I) criminal or Civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoter in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Promoters and Directors (the “**Relevant Parties**”).

For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on December 03, 2022 and has considered for identification of material litigation involving the Relevant Parties.

In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter since incorporation including outstanding action, and tax matters, would be considered ‘material’ if:

- a. *if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the profit after tax of the Company, as per the Restated Financial Statements.*
- b. *where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.*

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on December 03, 2022 determined that outstanding dues to creditors in excess of 5% of the outstanding trade payables as per the last audited financial statements. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [www.dove-soft.com](http://www.dove-soft.com).

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.dove-soft.com](http://www.dove-soft.com). It is clarified that for the purposes of the above, pre – litigations notices received by our Company Promoter, and the Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

### **I. LITIGATIONS INVOLVING OUR COMPANY**

#### **A. Litigation filed against our Company – 4**

- o Criminals proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil
- o Tax Proceedings: 4



- 1) The Company is in receipt of a letter/intimation dated May 26, 2022 from Commissioner of Income Tax, Office of the Assistant, Income Tax Department, Mumbai whereby an intimation regarding subsequent proceedings with reference to Section 148 of the Income Tax Act, 1961 has been issued to the Company. Through the said letter/intimation, the office of Income Tax was of the belief that that income has escaped assessment and the reference material which formed basis of reasons recorded to re-open the case of the Company before issuing notice u/s 148 of the Income Tax Act, 1961. As per reasons recorded to form belief, income of the Company has escaped assessment (a copy of which was supplied to the Company) wherein it was mentioned that information was received in the office of Income Tax through the Insight Portal of the Department that the Company is a beneficiary of bogus accommodation entries from the entities M/s. Magan Mercantile Private Limited and M/s. Abjayoni Trading Private Limited controlled by Shri Shirish C Shah on whom search action u/s.132 was conducted. Further, block assessment have been completed from A.Y.2008-09 to 2014-15 in the case of M/s. Magan Mercantile Pvt Ltd and M/s. Abjayoni Trading Pvt Ltd wherein it was held that these companies controlled by Shri Shirish C Shah is involved in providing bogus accommodation entries. The Company has provided its response to the letter/intimation by a letter dated June 09, 2022 but the contentions of the Company have not been found acceptable to the office of the Income Tax. That according to the office of the Income Tax, the income to the tune of ₹15,25,000/- has escaped the assessment for assessment year 2017-18 and needs to be reassessed within the meaning of section 147 of the Income Tax Act, 1961.
- 2) For the Assessment Year 2019-20, the return of income was filed by the Company on January 02, 2020 declaring income at ₹ 19,32,930/-. That upon search conducted by the Income Tax office under Section 132 of the Income Tax Act, 1961 on one Mr. Jignesh S Shah and Mr. Sanjay Shah categorically brought out the modus operandi of the said persons. The search resulted into seizure of unaccounted cash of ₹ 19.37 Crores (related to accommodation entries and commission earned thereon) along with incriminating digital as well as documentary evidences. The clandestine record of unaccounted cash, synchronized trading, proving bogus LTCG in various BSE listed scrips and transport of such cash through angadiyas was found to be maintained in secret Tally Data file with company name “123”, which was impounded during survey proceedings u/s 133A from business premises of Mr. Sanjay Shah. In this secret and coded file, delivery (recd) and movement (through angadiya etc.) of cash is recorded against transactions of shares on BSE platform. Furthermore, the receipt of commission in form of cash is also recorded under the head “LTCG COMMISSION”. The evidences manifest that this is the record of accommodation entries of LTCG against receipt of cash. The evidences demonstrate that accommodation entry provider duo has resorted to synchronized trading in shares of various listed companies, because it is only through synchronized trading that the sellers are ensured accommodation entry of bogus LTCG against cash and the buyers are ensured delivery of cash against such pre-determined purchase of shares. According to the office of the Income Tax, the Company is alleged to be one of the beneficiaries of the said persons as it has received amounts aggregating to ₹ 50,00,000/- from the said persons on different dates. The notice u/s.148A(b) of the Act has explained the crux of the information which suggests that income chargeable to tax has escaped assessment to the tune of ₹ 50,00,000/-. The Company has filed its response but has not been found acceptable to the office of the Income Tax and accordingly the office of Income Tax has considered the said case to be a fit case for issuance of a notice under Section 148 of the Income Tax Act, 1961.
- 3) For the Assessment Year 2018-19, the Company has received an letter/intimation dated April 17, 2021 from the Income Tax Department which is captioned as a show cause notice under Section 271AAC(1) of the Income Tax Act, 1961. According to the Assessing Officer, the Company has not provided for and added the sale of SMS to one of its client viz. Beta Consultancy Services LLP which amounted to ₹ 8,00,000/- in the total turnover. Thus, the Assessing Officer of Income Tax Department has made an addition of ₹ 8,00,000/- under Section 68 of the Income Tax Act, 1961, being the amount of sale of SMS made by the Company to Beta Consultancy Services LLP. Besides, the Assessing Officer has charged an interest of ₹ 2,39,280/- under Section 234B of the Income Tax Act, 1961. The Company has submitted a response to the Income Tax Department to keep the proceedings in abeyance as the Company has filed an Appeal before the Commissioner of Income Tax (Appeal)

challenging the order dated April 17, 2021.

- 4) For the Financial Years 2019-20, 2020-21, 2021-22, 2022-23 and priors years the TDS defaults by Company is ₹ 1,23,610/-, ₹ 2,73,790/-, 1,48,210/-, ₹ 82,460/- and ₹ 2,080/- respectively which is inclusive of interest on payments default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively. The Company has already made full payment towards these amounts and tagging of challans is to be done on the portal as a result of which the amounts which is still reflecting on the portal would be brought to NIL.

#### ***B. Litigation filed by our Company – 2***

- Criminal proceedings: 1

- 1) The Company has filed a Criminal Complaint bearing no. S/4377/2017 against Aditek Systems Private Limited in 43rd Metropolitan Magistrate Court at Borivali, Mumbai under Section 138 and 142 read with Section 141 of the Negotiable Instruments Act, 1881, in relation to dishonor of cheques issued in favor of the Company. It is the case of the Company that Aditek Systems Private Limited had purchased bulk SMS from the Company. Upon completion of supply, the Company raised invoices from time to time upon Aditek Systems Private Limited. The Aditek Systems Private Limited made payment by cheque bearing no.041915 dated December 09, 2015 for an amount of ₹ 9,690/-, cheque bearing no.041922 dated December 10, 2016 for an amount of ₹ 20,000/- and a cheque bearing no.041923 dated February 12, 2016 for an amount of ₹ 22,500/-, all drawn on IDBI Bank. The Company upon presentation of the said cheques with its bank was shocked and surprised to learn that the said cheques were dishonored on February 29, 2016, March 01, 2016 and March, 02, 2016 with a remark “funds insufficient” pursuant to which a legal notice was sent to the accused on March 21, 2016 and Complaint was filed on November 06, 2017. The current stage in the matter is for verification of Complaint and the next date is January 05, 2024.

- Outstanding actions by regulatory and statutory authorities: Nil

- Civil Proceedings: Nil

- Tax proceedings- 1

- 2) For the Assessment Year 2018-19, the Company has filed a First Appeal against the order under Section 143(3) of the Income Tax Act, 1961 passed by National E-Assessment Centre vide DIN No. NA on April 17, 2021 under Section 248 of the Income Tax Act, 1961. The Company has filed an Appeal challenging the addition of ₹ 8,00,000/- under Section 68 of the Income Tax Act, 1961, being the amount of sale of SMS made by the Company to Beta Consultancy Services LLP, the charging of an interest of ₹ 2,39,280/- under Section 234B of the Income Tax Act, 1961. The Company has challenged the initiation of penalty proceedings under Section 271AAC(1) of the Income Tax Act, 1961. It is the case of the Company that the sale proceeds derived from the sale of SMS has been provided for by the Company in its turnover in respect of which the returns has been filed and appropriate tax has been paid for it as well. The Company is disputing and challenging the findings of the Assessing Officer in the order dated April 17, 2021. The said Appeal is pending for hearing.

## **II. LITIGATIONS INVOLVING OUR PROMOTER**

### ***A. Litigation filed against our Promoter – 1***

- Criminal proceedings: Nil

- Outstanding actions by regulatory and statutory authorities: Nil

- Civil Proceedings: Nil

○ *Tax proceedings- 1*

- 1) For the Assessment Year 2019-20, Mr. Rahul Bhupendra Bhanushali is in receipt of a letter/intimation dated April 05, 2023 from the Officer of Assistant Commissioner of Income Tax, Income Tax Department. It is alleged by the office of Income Tax that Mr. Rahul Bhupendra Bhanushali has not furnished explanation and the documents to conclusively preclude the suggestion based on information available with the AO that the income chargeable to tax has escaped assessment. On the contrary, the information received in accordance with the Risk Management Strategy itself suggests that the Mr. Rahul Bhupendra Bhanushali is one of the beneficiaries of the fictitious loan entries provided by Jignesh Shah through the company M/s. TaruPallav Projects Pvt. Ltd. to the tune of ₹ 50,00,000/- during the given financial year. It is seen that the Mr. Rahul Bhupendra Bhanushali has not offered the income arising out of the said transactions to taxes. Therefore, in the backdrop of this information, the office of Income Tax considered itself satisfied that the assessment/re-assessment proceedings are required in this case for which it has been alleged by the office of Income Tax to be a fit case of issuance of notice under Section 148 of the Income Tax Act, 1961.

**B. *Litigation filed by our Promoter – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- *Tax proceedings- Nil*

**C. *Litigations filed by Promoters of our Company***

- Criminal Litigations- Nil
- Civil Proceedings- Nil

**III. *Litigations involving Director(s) of our Company***

**A. *Litigation filed against our directors – 3***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax Proceedings: 3

- 1) For the Assessment Year 2019-20, Mr. Rahul Bhupendra Bhanushali is in receipt of a letter/intimation dated April 05, 2023 from the Officer of Assistant Commissioner of Income Tax, Income Tax Department. It is alleged by the office of Income Tax that Mr. Rahul Bhupendra Bhanushali has not furnished explanation and the documents to conclusively preclude the suggestion based on information available with the AO that the income chargeable to tax has escaped assessment. On the contrary, the information received in accordance with the Risk Management Strategy itself suggests that the Mr. Rahul Bhupendra Bhanushali is one of the beneficiaries of the fictitious loan entries provided by Jignesh Shah through the company M/s. TaruPallav Projects Pvt. Ltd. to the tune of ₹ 50,00,000/- during the given financial year. It is seen that the Mr. Rahul Bhupendra Bhanushali has not offered the income arising out of the said transactions to taxes. Therefore, in the backdrop of this information, the office of Income Tax considered itself satisfied that the assessment/re-assessment

proceedings are required in this case for which it has been alleged by the office of Income Tax to be a fit case of issuance of notice under Section 148 of the Income Tax Act, 1961.

- 2) For the Assessment Year 2022-23, Mr. Chandra Prakash Maurya has received an intimation under Section 143(1)(a) of the Income Tax Act, 1961 under which an amount of ₹ 7,890/- along with interest ₹ 624/- is claimed as due and payable. Mr. Chandra Prakash Maurya disputes and denies the liability and in response to the said intimation, he has submitted a response where he has stated that as per 26AS available on the income tax portal, the amount of TDS shown in it matches with the TDS claimed by him and hence has sought a detailed response to understand the discrepancy as raised and claimed by the Income Tax Authority.
- 3) For the Assessment Year 2022-23, Mr. Chirag Mukesh Mewada has received an intimation under Section 143(1)(a) of the Income Tax Act, 1961 under which an amount of ₹ 2,20,640/- along with interest ₹ 26,472/- is claimed as due and payable. The said demand is being raised as the amount of ₹ 2,16,640/- claimed to have been has actually not been paid according to the Income Tax Authority. As a result, the original outstanding amount is ₹ 2,20,640 and an interest at the rate of 1% per month has been levied bringing the total outstanding amount to ₹ 2,47,112/- only.

**B. Litigation filed by our directors – Nil**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

**1) Litigations involving Group Companies of our Company.**

**A. Litigation filed against our Group Companies – Nil**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

**B. Litigation filed by our Group Companies – Nil**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

**C. Tax proceedings- Nil**

**Outstanding dues to Small Scale Undertakings or any other Creditors**

In terms of our Materiality Policy adopted by the Board vide Resolution dated December 03, 2022 the Board deems all creditors above 5% of the outstanding trade payables as per the last audited financial statements as material creditors. As of July 31, 2023 our Company owes the following amounts to small scale undertakings, other creditors and material creditors.

Sr. No.	Particulars	₹ in Lakhs
	<b>Material Creditors</b>	<b>1896.70</b>
1.	Micro and Small Enterprises	1,833.20

<b>Sr. No.</b>	<b>Particulars</b>	<b>₹ in Lakhs</b>
2.	Other Creditors	63.50
	<b>Other than Material Creditors</b>	<b>492.39</b>
	<b>Total</b>	<b>2,389.10</b>

*\*The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). For complete details about outstanding dues to creditors of our Company, please see website of our Company [www.dove-soft.com](http://www.dove-soft.com).*

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website [www.dove-soft.com](http://www.dove-soft.com) would be doing so at their own risk.

## **WILFUL DEFAULTER OR FRAUDULENT BORROWERS**

Our Promoter and Directors have not been identified as a willful defaulter or fraudulent borrowers in terms of the SEBI ICDR Regulations as on the date of this Draft Red Herring Prospectus.

## **Material Developments**

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Material Developments Subsequent to the last financial year*” on page 177 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER KEY APPROVALS

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively “Approvals”) from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer “*Key Industry Regulations and Policies*” on page 111 of this Draft Red Herring Prospectus.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

### (A) Approvals for the Offer

#### Corporate Approvals

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on September 01, 2023 authorised the Offer subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to a resolution dated September 09, 2023 passed in the EGM under Section 62(1)(c) of the Companies Act, 2013 authorised the Offer.

#### In-principle approval from the Stock Exchange

1. The Company has obtained in-principle listing approval from the SME Exchange of the National Stock Exchange of India dated [●].

#### Agreements with CDSL and NSDL

1. The Company has entered into an agreement dated December 20, 2022 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Purva Shareregistry (India) Private Limited, for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated November 28, 2022 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Purva Shareregistry (India) Private Limited, for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE0NXJ01016.

### (B) Registration under the Companies Act, 2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
1.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U74900MH2011 PTC221087	Companies Act, 1956	Certificate of Incorporation	of August 19, 2011	Valid, till Canceled

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
2.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U74900MH2011 PLC221087	Companies Act, 2013	Certificate of Incorporation (pursuant to change of name)	September 19, 2022	Valid, till Canceled

**(C) Registration under various Acts/Rules relating to Income Tax and Goods and Service Tax:**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AADCD9460D	October 13, 2022	Valid, till Canceled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	MUMD19579A	March 10, 2023	Valid, till Canceled
3.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 (Maharashtra)	Government of India	27AADCD9460 D1ZO	January 24, 2023	Valid, till cancelled

**(D) Registration and Approvals under Statutory and Regulatory Act(s):**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
1.	Certificate of Registration under The Maharashtra State, Tax on Professions, Trades, Callings and Employment Act, 1976*	Government of Maharashtra	270752495 01P	April 30, 2012	Valid till cancelled
2.	Certificate of Enrolment under sub-section (2) of Section 5 of the Maharashtra State, Tax on Professions, Trades, Callings and Employment Act, 1976*	Government of Maharashtra	993220405 31P	July 10, 2016	Valid till cancelled
3.	Allotment of Sub-Code under Employees' State Insurance Corporation Act, 1948	Government of Maharashtra	350003369 00001099	March 01, 2013	Valid till cancelled
4.	Registration under Employee's Provident Funds and Miscellaneous Provisions Act, 1952	Ministry of Labour and Employment, Government of India	KDMAL021 and 5480000	February 24, 2023	Valid till cancelled
5.	UDYAM Registration Certificate	Ministry of Micro, Small and Medium	UDYAM-MH-19-0027801	December 16, 2020	Valid till cancelled

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
		Enterprises, Government of India			
6.	Registration Certificate under Rule 5(1) of Maharashtra Shop and Establishments (Regulations of Employment and Conditions of Service) Act, 2017	Chief Officer, Government of India	820274740/P S and Ward/Commercial II	February 28, 2023	Valid till cancelled
7.	Certificate of Registration for quality management system as per the requirement of ISO 9001:2015	ROHS Certification Private Limited	23DQKI22	February 06, 2023	February 05, 2026
8.	Certificate for provision of bulk SMS, IVR and Voice SMS, Complete Digital Marketing, Chatbot Services, Software and Web Solution Development Company as per the requirement of ISO/IEC 27001:2013	AQC Global LLC	23IILG22	February 06, 2023	February 05, 2026

\* All above-mentioned approvals are in the previous name of the Company i.e. Dove Soft Private Limited. The Company has or shall take appropriate steps to get its new name i.e. Dove Soft Limited updated with all above-mentioned authorities with whom it has the existing approvals.

**(E) Material Approvals not yet applied:**

Nil

**(F) INTELLECTUAL PROPERTY RELATED APPROVALS**

As on the date of filing of this Draft Red Herring Prospectus, our Company has the following trademarks:

Sr. No.	Trademark Image	Application No./Trademark No.	Class Registration No.	Valid Upto
1.		2670760	16	February 01, 2034
2.		2670764	35	February 01, 2034
3.		2670765	38	February 01, 2034

**(G) MATERIAL APPROVALS IN RELATION TO OUR MATERIAL SUBSIDIARY**



Dove Soft Technologies Private Limited is a Private Limited Company incorporated on September 06, 2021 with the Registrar of Companies, Maharashtra. The Corporate Identification Number is U64200MH2021PTC367066.

**(H) Registration under the Companies Act, 2013:**

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
1.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U64200MH2021 PTC367066	Companies Act, 2013	Certificate of Incorporation	September 06, 2021	Valid, till Canceled

**(I) Registration under various Acts/Rules relating to Income Tax and Goods and Service Tax:**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAICD7301C	September 06, 2021	Valid, till Canceled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	MUMD29993F	September 07, 2021	Valid, till Canceled
3.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 (Maharashtra)	Government of India	27AAICD7301C 1Z1	November 10, 2021	Valid, till cancelled

**(J) Registration and Approvals under Statutory and Regulatory Act(s):**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
1.	Certificate of Registration under The Maharashtra State, Tax on Professions, Trades, Callings and Employment Act, 1976	Government of Maharashtra	274419039 13P	September 08, 2021	Valid till cancelled
2.	Certificate of Enrolment under sub-section (2) of Section 5 of the Maharashtra State, Tax on Professions, Trades, Callings and Employment Act, 1976	Government of Maharashtra	994441563 26P	September 07, 2021	Valid till cancelled

## SECTION VIII- OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### Corporate Approvals

The Offer has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated September 01, 2023, and the Offer has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated September 09, 2023 authorised the Offer under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

The Offer for sale has been authorised by the Promoter Selling Shareholders as follows:

Sr. No.	Name of Promoter Selling Shareholders	Maximum number of Offered Shares	Date of Promoter Selling Shareholders' Consent Letter	Date of Corporate Authorisation/ Board Resolution
1.	Sky Ocean Infrastructure Limited	Up to 11,30,000	August 19, 2023	August 19, 2023
2.	Rahul Bhanushali	Up to 11,30,000	August 19, 2023	-

This DRHP has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on November 03, 2023. For further details, see “*The Offer*” on page 50.

#### In-principle Listing Approval

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated [●] to use the name of National Stock Exchange of India Limited in the Draft Red Herring Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Offer.

#### Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors or persons in control of the Promoters or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Draft Red Herring Prospectus.

#### Prohibition By RBI

Neither our Company, Promoter Selling Shareholders nor our Promoters or Directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 1, 2016, as updated, issued by the RBI.

#### Compliance under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus. Further, in view of the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), our Company, our Promoters and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

## Directors associated with the Securities Market

None of our Directors are, in any manner, associated with securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus except as stated under the chapters titled “*Risk factors*”, “*Our Promoters and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page 28, 138, and 186 respectively, of this Draft Red Herring Prospectus..

## Eligibility for the Offer

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post offer face value capital will be more than ten crores rupees and up to twenty-five crore rupees, shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

**(a) The Offer should be a company incorporated under the Companies Act 1956/2013.**

Our Company was incorporated on August 19, 2011 under the Companies Act, 1956.

**(b) The post Offer paid up capital of the company (face value) shall not be more than ₹25.00 Crores.**

The present paid-up capital of our Company is ₹ 18,06,00,850 and we are proposing Offer up to 67,60,000 equity shares of face value of ₹ 10 each (“equity shares”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“offer price”) aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 45,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“fresh issue”) and an offer for sale of up to 22,60,000 equity shares aggregating up to ₹ [●] lakhs by our promoter selling shareholders. Hence, our Post Offer Paid up Capital will be approximately ₹ [●] Lakh which will be less than ₹ 25 Crore.

**(c) Track Record**

Our Company has a track record of three years as on date of filing of this Draft Red Herring Prospectus.

**(d) Operating Profits from Operations and Net-worth**

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Draft Red Herring Prospectus for the period ended July 31, 2023 and for the last three Fiscals ended March 31, 2023, 2022 and 2021 are set forth below:

### From Restated Financial Statements

(₹ in Lakhs)

<i>Particulars</i>	<i>For the period ended July 31, 2023</i>	<i>As at March 31, 2023</i>	<i>As at March 31, 2022</i>	<i>As at March 31, 2021</i>
<i>Operating Profit (earnings before interest, depreciation and tax)</i>	370.10	814.71	452.60	263.30

<i>Particulars</i>	<i>For the period July 31, 2023</i>	<i>As at March 31, 2023</i>	<i>As at March 31, 2022</i>	<i>As at March 31, 2021</i>
<i>Share Capital</i>	1,806.01	1,806.01	7.42	3.76
<i>Add: Reserves &amp; Surplus</i>	657.97	400.31	1,005.88	354.96
<b><i>Net Worth</i></b>	<b>2,463.98</b>	<b>2,206.32</b>	<b>1,013.30</b>	<b>358.72</b>

- (a) The Company has not been referred to Board for Industrial and Financial Reconstruction.
- (b) No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (c) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.
- (d) Our Company has a website: [www.dove-soft.com](http://www.dove-soft.com)

**Other Disclosures:**

- a) We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the promoters/promoting Company(ies) of the applicant Company in the Draft Red Herring Prospectus.
- b) There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) We have disclosed the details of the applicant, Promoters/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoters/promoting Company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter “*Outstanding Litigation & Material Developments*” on page 186 of this Draft Red Herring Prospectus.
- d) We have disclosed all details of the track record of the directors. For Details, refer the chapter “*Outstanding Litigation & Material Developments*” on page 186 of this Draft Red Herring Prospectus.

**As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:**

- The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated November 28, 2022 with NSDL, our Company and Registrar to the Offer;
  - b. Tripartite agreement dated December 20, 2022 with CDSL, our Company and Registrar to the Offer;

The Company's shares bear an ISIN: INE0NXJ01016.

- The entire pre-offer capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters are in dematerialised form.
- The entire fund requirement is to be funded from the proceeds of the Offer, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter "*Objects of the Offer*" on page 77 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- A. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- B. None of our Promoters or Directors is Promoter or Director of companies which are debarred from accessing the capital markets by the SEBI.
- C. Neither our Company nor our Promoters or Directors are wilful defaulter or Fraudulent Borrower.
- D. None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.

We further confirm that we shall be complying with all the other requirements as laid down for such Offer under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268 (1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer are greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 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 four days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTICTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER UNISTONE CAPITAL PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR**

## **MAKING INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, PROMOTER SELLING SHAREHOLDERS WILL BE RESPONSIBLE FOR THE STATEMENTS SPECICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 03, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

### **Note:**

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Mumbai in terms of Section 26 and 32 of the Companies Act, 2013.

### **Disclaimer from our Company, Directors and the Book Running Lead Manager**

Our Company, Promoter Selling Shareholders, Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

### **Disclaimer in Respect of Jurisdiction**

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non- residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], 2023, 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 rule 144a of the U.S. Securities act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold (i) in the United States only to "qualified institutional buyers", as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those Issues and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those 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 required, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Listing**

Application will be made to the “National Stock Exchange of India Limited” for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Offer Closing Date.

### **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders’ Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and Issue of duplicate shares. For details, please refer to the chapter titled “*Our Management*” beginning on page 123 of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Archit Tundia, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

#### **Archit Tundia**

#### **Dove Soft Limited**

Office No. 1101, DLH Park, Opp. MTNL, Goregoan West, Mumbai - 400062, Maharashtra, India

**Telephone:** 9321938063

**Website:** [www.dove-soft.com](http://www.dove-soft.com)

**Email id:** [secretarial@dove-soft.com](mailto:secretarial@dove-soft.com)

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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized



web-based complaints redress system “SCORES”.

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

The Company has obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated December 18, 2014 in relation to redressal of investor grievances through SCORES. As on the date of this Draft Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

Promoter Selling Shareholders have authorized Company to take all actions in respect of the Offer for Sale; and on its behalf in accordance with Section 28 of the Companies Act, 2013.

### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹1.00 million or one per cent 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 ₹1.00 million 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 ₹5.00 million or with both.

### **Consents**

Consents in writing of: (a) Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Banker to the Company and (b) Book Running Lead Manager, Registrar to the Offer, the syndicate Members\*, Bankers to the Offer/Escrow Bank\*, Public Offer Account Bank(s)\*, Sponsor Bank(s)\* and Refund Bank(s)\*, Advisor to the Offer\*, Underwriter\*, Market Maker\*, Banker to the Offer\*, and Legal Advisor to the Offer, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus and Draft Red Herring Prospectus for filing with the RoC.

*\* The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Mathia & Co., Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated

Consolidated Financial Statements, (2) Restated Consolidated Financial Statements and (3) Report on Statement of Possible Special Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

### **Expert Opinion**

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

Our Company has received written consent from the Statutory and Peer Review Auditor namely, Mathia & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Report on Restated Consolidated Financial Statements, and (2) Report on Statement of Possible Special Tax Benefits and issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

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

### **Stock Market data for our Equity Shares of our Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, and this Offer is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**Price Information and track record of past issues handled by the Book Running Lead Manager**

<b>Sr. No.</b>	<b>Issue Name</b>	<b>Issue Size (in Lakhs)</b>	<b>Issue price</b>	<b>Listing date</b>	<b>Opening price on listing date</b>	<b>+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing</b>	<b>+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing</b>	<b>+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing</b>
1	Integrated Personnel Services Limited	1,274.40	59	November 11, 2022	66.5	37.63% [0.80%]	25.68% [-2.49%]	21.80% [-0.19%]
2	All E Technologies Limited	4,819.68	90	December 21, 2022	125	23.72% [-0.94]	2.94% [-6.00]	17.17% [3.06%]
3	Global Surfaces Limited	15,498	140	March 23, 2023	163	54.64% [3.90%]	43.32% [10.42%]	- 22.89% [16.54%]
4	MOS Utility Limited	4,996.54	76	April 18, 2023	90	39.47% [2.66%]	15.39% [11.62%]	17.28% [11.84]
5	Sahana System Limited	3,273.75	135	June 12, 2023	163	8.22% [4.21%]	97.67% [6.55%]	-
6	Sangani Hospitals Limited	1,516.80	40	August 17, 2023	44	-4.55% [4.27%]	-	-
7	Mono Pharmacare Limited	1,484.00	28	September 7, 2023	29	40.18% [-0.37%]	-	-
8	Ratnaveer Precision Engineering Limited	16,503.20	98	September 11, 2023	123.2	16.63% [-0.93%]	-	-
9	Unihealth Consultancy Limited	5,654.88	132	September 21, 2023	135	4.84% [-1.02%]	-	-
10	Valiant Laboratories Limited	15,246.00	140	October 03, 2023	162.15	44.25% [-2.07%]	-	-

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com)

Notes:

- Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) for the price information
- Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.
- The Nifty 50 index is considered as the benchmark index, NSE being the designated stock exchange.

**Summary statement of price information of past public issues handled by Unistone Capital Private Limited**

Financial year	Total no. of IPO*	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date		
			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%
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	3	215.92	-	-	-	-	3	-	-	-	-	-	-	-
FY 2023-24	7	486.75	-	-	1	1	2	3	-	-	-	-	-	-

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the BRLM, as specified in Circular reference *CIR/MIRSD/1/2012* dated January 10, 2012 issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com).

### **Previous Rights and Public Offers**

Except as stated in the section titled “*Capital Structure*” beginning on page 64 of this Draft Red Herring Prospectus, we have not made any previous rights and/or public Issues during last 5 years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is first “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations.

### **Commission and Brokerage on Previous Offers**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last 5 years.

### **Capital Issue during the Previous Three Years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Neither our Company nor any of our Group Companies/ Subsidiaries/Associates have undertaken any capital Issue or any public or rights Issue in the last three years preceding the date of this Draft Red Herring Prospectus. Further, as on date of this Draft Red Herring Prospectus our Company has no listed subsidiary.

### **Performance Vis-A-Vis Objects for our Company and/ or Listed Subsidiary Company and/ or Listed Promoters Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations and this Offer is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Draft Red Herring Prospectus our Company has no any listed corporate promoters and no listed subsidiary company.

### **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

## SECTION IX- OFFER RELATED INFORMATION

### TERMS OF THE OFFER

The Equity Shares being allotted pursuant to this offer shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Offer.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* and the circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020* (together, the “UPI Circular”). Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Offer and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.

#### **Ranking of Equity Shares**

The Equity Shares being offered shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 260 of this Draft Red Herring Prospectus.

#### **Authority for the Offer**

This Offer has been authorized by a resolution of the Board passed at their meeting held on September 01, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on September 09, 2023.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the

Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 145 and 260 respectively of this Draft Red Herring Prospectus.

### **Face Value, Offer Price, Floor Price, and Price Band**

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company and Promoter Selling Shareholders, in consultation with the BRLM, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Marathi national daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company and Promoter Selling Shareholders, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 260 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Offer:

- a. Tripartite agreement dated November 28, 2022 between our Company, NSDL and the Registrar to the Offer.
- b. Tripartite agreement dated December 20, 2022 between our Company, CDSL and the Registrar to the Offer.
- c. The Company's shares bear an ISIN: INE0NXJ01016.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Offer.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this offer is with the competent courts/authorities in Mumbai.

**The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933**, as amended (the "Securities Act") **or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.** Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along



with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

### **Withdrawal of the Offer**

Our Company and Promoter Selling Shareholders in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue reserve, the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of offered Shares, at any time after the Offer 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-offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable, within one day of receipt of such notification. Our Company shall also promptly inform the same to the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Draft Red Herring Prospectus after it is filed with the RoC. If our Company and Promoter Selling Shareholders, in consultation with the Book Running Lead Manager withdraw the Offer after the Application/ Offer Closing Date and thereafter determine that it will proceed with public offer of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

## Bid/Offer Program

<b>BID/OFFER OPENS ON</b>	[●]day, [●], 2023*
<b>BID/OFFER CLOSE ON</b>	[●]day, [●], 2023**

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

*\*\*Our Company and Promoter Selling Shareholders may, in consultation with the Book Running Lead Manager, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

The Anchor Investor Bid/ Offer Period will be one Working Day prior to the Bid/ Offer Opening Date i.e., [●], in accordance with the SEBI ICDR Regulations.

- 1. In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the offer shall be open after at least three working days from the date of filing the Draft Red Herring Prospectus with the Registrar of Companies.*
- 2. In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public offer shall be kept open for at least three working days and not more than ten working days.*
- 3. In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (Offer) period disclosed in the Draft red herring prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- 4. In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, in case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the offer period disclosed in the Draft Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

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

<b>Event</b>	<b>Indicative Date</b>
Offer Closing Date	[●] day, [●], 2023
Finalization of Basis of Allotment with NSE	On or about, [●] day, [●], 2023
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, [●] day, [●], 2023
Credit of Equity Shares to demat account of the Allottees	On or about, [●] day, [●], 2023
Commencement of trading of the Equity Shares on NSE	On or about, [●] day, [●], 2023

*\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/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 non-allotted/partially allotted Bids, exceeding four 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 four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner*

*specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE is taken within six Working Days from the Offer Closing Date, the time table may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post offer timeline for initial public Offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer 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.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Offer Period. On the Offer Closing Date, the Applications, and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public offers, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Offer. Applications will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the 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.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Offer) period disclosed in the Draft Red herring prospectus (in case of a book built offer) or the Offer period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Offer Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on period
Delayed unblock for cancelled / withdrawn/ deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Offer Period (except on the Bid / Offer Closing Date) at the Bidding

Centers as mentioned on the Application Form except that:

On the Bid / Offer Closing Date:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### **Minimum Subscription**

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten, so this Offer is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 55 of this Draft Red Herring Prospectus.

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Offer through this Offer document including devolvement of Underwriter within sixty days from the date of closure of the offer, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 55 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated*

hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

### **New Financial Instruments**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Offer.

### **Migration to Main Board**

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the NSE EMERGE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulation, our Company may migrate to the main board of NSE from the NSE EMERGE on a later date subject to the following:

- *If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters shareholders against the proposal and for which the Company has obtained in-principle approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*
- *If the Paid-up Capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters shareholders against the proposal.*

### **Market Making**

The shares offered through this offer are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled “General Information” beginning on page 55 of this Draft Red Herring Prospectus.

### **Option to receive Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of allotment of the Equity Shares in physical form. The Equity Shares on allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

### **Restrictions, if any on transfer and transmission of Equity Shares**

Except for lock-in of the pre-offer Equity Shares and Promoter's minimum contribution in the offer as detailed in the chapter "*Capital Structure*" beginning on page 64 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page 260 of this Draft Red Herring Prospectus.

*Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus.*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post offer face value capital more than ten crores rupees and up to twenty-five crore rupees. The Company shall offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such this offer, please see the chapters titled “*Terms of the Offer*” and “*Offer Procedure*” beginning on page 208 and 222 respectively, of this Draft Red Herring Prospectus.

### Offer Structure

Initial public offer of up to 67,60,000 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) (“offer price”) aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 45,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“fresh issue”) and an offer for sale of up to 22,60,000 equity shares aggregating up to ₹ [●] lakhs by our promoter selling shareholders and such equity shares offered by the promoter selling shareholders, the “offered shares”) (such offer by each of the promoter selling shareholders, the “offer for sale” and together with the fresh issue, the “offer”). The offer and net offer shall constitute [●]% and [●]% respectively of the fully-diluted post- offer paid-up equity share capital of our company.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 650.00 Lakhs, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the offer, subject to compliance with Rule 19(2)(b) of the SCRR, as amended

Particulars	QIB’s <sup>(1)</sup>	Non–Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Number of Equity Shares*</b>	of [●] Equity Shares	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
<b>Percentage of Offer Size Available for allocation</b>	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the	Not less than 15.00% of the Offer or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35.00% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation 5.01% of the Offer Size	[●] % of the Offer Size



Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	Anchor Investors Portion shall be available for allocation to domestic mutual funds only			
<b>Basis of Allotment / Allocation if respective category is oversubscribed</b>	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled "Offer Procedure" beginning on page 222.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "Offer Procedure" on page 222.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
<b>Minimum Bid Size</b>	[●] Equity Shares of Face Value of ₹ 10.00 each	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000	[●] Equity Shares of Face Value of ₹ 10.00 each	[●] Equity Shares of Face Value of ₹ 10.00 each
<b>Maximum Bid Size</b>	Not exceeding the size of the Offer, subject to limits as	Not exceeding the size of the Offer, subject to limits as	Such number of Equity Shares in multiples of [●] Equity Shares so	[●] Equity Shares

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	applicable to the Bidder	applicable to the Bidder	that the Bid Amount does not exceed ₹ 2,00,000	

*\* Assuming full subscription in the Offer*

1. *Our Company and Promoter Selling Shareholder may, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Offer Procedure" on page 222.*
2. *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and Promoter Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Offer" on page 208.*
3. *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

***In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.***

### **Withdrawal of the Offer**

The Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Offer is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this Offer on its SME Platform, which the Company shall apply for after Allotment and,
2. In case, the Company wishes to withdraw the offer after offer opening but before allotment, the Company will give public notice giving reasons for withdrawal of offer. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.
3. The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-offer advertisements have appeared, and the Stock Exchange will also be informed promptly.
4. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake

a public Offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

### Offer Programme

<b>OFFER OPENING DATE</b>	[●] day, [●], 2023
<b>OFFER CLOSING DATE</b>	[●] day, [●], 2023

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 Offer Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Offer Closing Date, applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public offers, 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 Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Lead-Manager shall, in our Company with the SCSBs, to the extent applicable.*

### Lot Size

SEBI vide circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 (“Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Offer Price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Offer in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## OFFER PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (*SEBI/HO/CFD/DIL1/CIR/P/2020/37*) dated *March 17, 2020* notified by SEBI and the UPI Circulars, notified by SEBI (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchange, the Company and the Book Running Lead Manager before opening of the Offer. Please refer to the relevant provisions of the General Information Document which are applicable to this Offer.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 1, 2018* read with its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/50* dated *April 3, 2019*, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 01, 2019, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/76* dated *June 28, 2019*, read with circular bearing number *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated *July 26, 2019* with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020* extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*, as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular is effective for initial public Issues opening on/or after *May 01, 2021*, except as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

Thereafter, the final reduced timeline may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the offer will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to the Bid / offer Opening Date. If the Offer is made under UPI Phase III, the same will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] newspaper a [●] newspaper, (Marathi being the regional language

of Maharashtra, where our Registered Office is located) on or prior to the Bid / Offer Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their websites. Further SEBI vide circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021* have brought the implementation of the aforesaid circular dated *March 16, 2021* in accordance with the revised timelines for certain of its provisions based on representations received from the stakeholders due to Covid-19 pandemic. The revisions of the circular dated *June 02, 2021* are elaborated as under:

- SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
- In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- The Stock Exchanges and Book Running Lead Manager shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Offer.
- The Registrar to the Offer shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e, the day when the Basis of Allotment (BOA) has to be finalized.
- The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Offer, not later than 5:00 PM on BOA+1.
- Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Offer shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

Our Company, the promoter selling shareholder, the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications 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 Draft Red Herring Prospectus.

*SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public Offer opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Offers where the application amount is up to ₹ 5 Lakhs may also use UPI.*

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

*Further, our Company, Promoter Selling Shareholder and BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in the Offer.*

## **PART A**

### **Book Built Process**

The Offer 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, provided that our Company and Promoter Selling Shareholder may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer 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 Offer 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 and Promoter Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

### **Application Form**

Retail Individual Applicants can submit their applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Offer and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Book Running Lead Manager and Stock Exchange, SME Platform of NSE, at least one day prior to the Offer Opening Date.

All Applicants shall mandatorily participate in the Offer only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Offer and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colors of the Application Form for various investors applying in the Offer are as follows:

Categories	Color*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[●]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[●]
Anchor Investors	[●]

\*Excluding Electronic Application Form

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges 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. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI vide circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021.

Designated Intermediaries (other than SCSBs) after accepting 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 Application Forms to respective SCSBs where the Applicants 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 application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of Stock Exchange.

Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Offer. However, in case of electronic forms, "printouts" of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

Applicants shall only use the specified Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants 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 Offer, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A 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 offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.



Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Availability of Draft Red Herring Prospectus and Application Forms**

The Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the Offer as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE.

### **Who can apply?**

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues–Category of Investors Eligible to participate in an Issue”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- a. Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non Institutional applicant's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k. Foreign Venture Capital Investors registered with the SEBI;
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r. Insurance funds set up and managed by army, navy or air force of the Union of India;
- s. Multilateral and bilateral development financial institution;
- t. Eligible QFIs;
- u. Insurance funds set up and managed by army, navy or air force of the Union of India;
- v. Insurance funds set up and managed by the Department of Posts, India;
- w. Any other persons eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Offer.

**Maximum And Minimum Application Size**

**For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

**For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

**Basis of Allotment**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the

allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and
  - ii. the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- c) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
  - d) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.
  - e) The above proportionate allotment of shares in an offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
    - As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
    - The balance net offer of shares to the public shall be made available for allotment to Individual applicants other than retails individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
    - The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the 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.

#### **Participation by Associates /Affiliates of BRLM and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Offer in any manner except towers fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/ Underwriters and Market Maker, if any may subscribe to Equity Shares

in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Offer.

### **Bids by eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 257 of this Draft Red Herring Prospectus.

### **Bids by HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta.” Bids by HUFs may be considered at par with Bids from individuals;

### **Bids By FPIs Including FIIs**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ are subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Offer**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

**Information for the Applicants:**

Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.

Copies of the Application Form along with Abridged Draft Red Herring Prospectus and copies of the Draft 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 Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Draft Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. 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 application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

#### Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. *FEMA/20/2000 RB* dated *May 03, 2000* to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed

by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public Offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company and the BRLM will not be responsible for loss, if any, incurred by the Applicant.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations"), as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
- iv. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.



The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,00,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,000.00 million or more but less than ₹25,00,000.00 million.

Insurance companies participating in this Offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lacs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lacs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lacs and pension funds with minimum corpus of ₹ 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along

with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Red Herring Prospectus.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered with the IRDA, a certified copy of certificate of registration issued by IRDA must 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.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company and Promoter Selling Shareholder in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.  
Offer Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the

ASBA Process are provided on [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200 lakhs. A Bid cannot be submitted for over 60.00% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200 lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date.
- 5) Our Company and Promoter Selling Shareholder, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹200 lakhs;
  - b. minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200 lakhs but up to ₹2,500 lakhs, subject to a minimum Allotment of ₹100 lakhs per Anchor Investor; and
  - c. in case of allocation above ₹2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500 lakhs, subject to minimum allotment of ₹100 lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLM before the Bid/ 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 on the Anchor Investor Pay-in Date specified in the CAN. 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) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or

Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

### **Method and Process of Applications**

- 1) The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.
- 2) The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.
- 3) During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.
- 5) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries there than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

- 6) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
- 7) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
- 8) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
- 9) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the

electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

- 10) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the 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 Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants 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.

### **Terms of payment**

The entire offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants 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 Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the 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 Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation

from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application, as the case maybe.

### **Maximum and Minimum Application Size**

The applications in this Offer, being a Book Built offer, will be categorized into two; For Retail Individual Applicants. The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000

### **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the offer less total number of specified securities offered in the offered to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Pre-Offer Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

### **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 with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking offunds 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 Issue 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 theonline 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 Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

<b>S. No.</b>	<b>Details*</b>
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 Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the 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 an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock 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 Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the 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.
13. The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.



### **Allocation of Equity shares**

1. The Offer is being made through the Book Built Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Offer.

### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- a. Our company will enter into an Underwriting agreement before filing prospectus.
- b. A copy of the Draft Red Herring Prospectus will be filed with the RoC in terms of Section 26 of Companies Act, 2013.

### **Pre-Offer Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Draft Red Herring Prospectus with the RoC, publish a pre-offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

### **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the

successful applicants Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

### **Designated Date**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the 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

### **Advertisement regarding Offer price and Draft Red Herring Prospectus**

Our Company will issue a statutory advertisement after the filing of the Draft Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

### **Minimum Subscription**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of Issue of the Draft Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not received the subscription of 100% of the Offer through this Offer document including devolvement of underwriters within Sixty Days from the date of closure of the offer, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

### **General Instructions**

#### **Do's:**

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
4. All Bidders should submit their Bids through the ASBA process only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only

at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);

8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the offer;
12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
22. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public offer;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;

35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Offer Closing Date.
38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the offer.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not apply for lower than the minimum Application size.
2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are

blocked in the relevant ASBA Account;

10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended;
17. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;
18. Do not Bid for a Bid Amount exceeding ₹ 2,00,000 (for Bids by Retail Individual Investors);
19. 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 Investor. Retail Individual Investors bidding in the Employee Reservation Portion can revise or withdraw their Bids until the Bid/Offer Closing Date

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple

Bids and are liable to be rejected.

### **Investor Grievance**

In case of any pre-offer or post-offer related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

### **Grounds of Technical Rejections**

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. *CIR/CFD/POLICY CELL/11/2015* dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should

carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Application Form, the Applicant 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 Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall 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 SME Platform of NSE 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:

- i. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
- iii. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Applicants, the Company and Promoter Selling Shareholder in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no



- firm assuch shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Offer;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Draft Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

### **Communications**

Registrar to the Offer 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 Offer where the Application was submitted and a copy of the acknowledgement slip.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

### **Equity Shares In Dematerialized Form With NSDL Or CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated November 28, 2022 among NDSL, the Company and the Registrar to the Offer; and
- b. Agreement dated December 20, 2022 among CDSL, the Company and the Registrar to the Offer.
- c. The Company's shares bear ISIN no: INE0NXJ01016

<p>To,  <b>Archit Tundia</b>  Company Secretary &amp; Compliance Officer  <b>Dove Soft Limited</b>  Office No. 1101, DLH Park, Opp. MTNL,  Goregoan West, Mumbai- 400062,  Maharashtra, India.  <b>Email:</b> <a href="mailto:secretarial@dove-soft.com">secretarial@dove-soft.com</a>  <b>Tel No.:</b> 9321938063  <b>Website:</b> <a href="http://www.dove-soft.com">www.dove-soft.com</a></p>	<p>To,  <b>Rajesh Shah/ Purva Shah/ Deepali Dhuri</b>  <b>Purva Sharegistry (India) Private Limited</b>  9, Shiv Shakti Industrial Estate, J. R. Boricha  Marg, Lower Parel (E), Mumbai – 400 011,  Maharashtra, India.  <b>Telephone:</b> 022 49614132 / 022 3199 8810  <b>Email:</b> <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a>  <b>Investor Grievance Email:</b>  <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a>  <b>Website:</b> <a href="http://www.purvashare.com">www.purvashare.com</a></p>
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### Payment into Escrow Account(s) for Anchor Investors

Our Company and Promoter Selling Shareholder, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “[●]-IPO-Anchor Investor-R”; and
- (b) In case of Non-Resident Anchor Investors: “[●]-IPO-Anchor Investor-NR”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

### Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Draft Red Herring Prospectus with the RoC, publish a Pre-offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national and all editions of [●], Marathi being the regional daily newspaper each with wide circulation.) 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

### Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the Offer.

### Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

- b. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

#### **Procedure and time for allotment and demat credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares.

#### **Bidders are advised to instruct their Depository.**

#### **Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Offer.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Offer Account on the Designated Date.

#### **Basis of Allotment**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

Each successful applicant shall be allotted [●] equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the 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 (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present offer is a Book Built offer, the allocation in the net offer to the public category in terms of

Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) *not less than thirty-five per cent. to retail individual investors;*
- b) *not less than fifteen per cent. to non-institutional investors;*
- c) *not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:*

*Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the 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.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription.

In the event of under subscription in the offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% 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 SME Platform of NSE – 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, 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.

### **Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the offer shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of closure of the offer;
- That if the Company do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That our Promoter's contribution in full has already been brought in;
- That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently

decides to proceed with the Issuer;

- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Offer giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.
- that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Draft Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

#### **Undertakings by Selling Shareholder**

Selling Shareholder, specifically undertake and/or confirms the following solely in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

- it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;
- its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- it shall not 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 in the Offer, except for fees or commission for services rendered in relation to the Offer; and
- it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchange.

#### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- a) All monies received out of the 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;
- b) Details of all monies utilized out of the offer referred above 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;
- c) Details of all unutilized monies out of the offer, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- e) Our Company shall not have recourse to utilize the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 (“**FDI Policy 2020**”), which with effect from *October 15, 2020*, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy from time to time and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI issues Master Directions on Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. *RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18* dated *January 4, 2018*, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

Under the current applicable FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is involved in the business of manufacturing. 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

At Present, the FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 has been superseded by FEMA (Non -Debt Instruments) Rules, 2019 dated October 17, 2019 (FEMA Non-Debt Rules). The sectoral cap given in the FEMA Non-Debt Rules shall come into effect from April 01, 2020.

As per the extant policy of the Government of India, OCBs cannot participate in this Offer. 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 by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation. An erstwhile OCB may transfer equity instruments subject to the directions issued by the Reserve Bank of India from time to time in this regard. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company investors will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines.

### **Investment conditions/restrictions for overseas entities**

The maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, Foreign Portfolio Investors (FPIs), Non-Resident Indian

(NRI)/ Overseas Citizen of India (OCI), Limited Liability Partnerships (LLPs), Foreign Venture Capital Investor (FVCI), Investment Vehicles and Depository Receipts (DRs) under Schedule I, II, III, VI, VII, VIII and IX of the FEMA Non Debt Rules. Any equity holding by a person resident outside India resulting from the conversion of any debt instrument under any arrangement shall be reckoned as a foreign investment under the sectoral cap.

**i) Investment by FPIs under Portfolio Investment Scheme (PIS):**

Aggregate FPI up to 49% of the paid up capital on a fully diluted basis or the sectoral or statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in the transfer of ownership or control to persons resident outside India and other investments by a person resident outside India shall be subject to the conditions of Government approval and compliance of sectoral conditions as laid down in the FEMA Non Debt Rules.

Other foreign investments will be subject to conditions of Government approval and compliance with sectoral conditions as per FDI Policy 2020 till the time the new sectoral cap as mentioned in the FEMA Non-Debt Rules comes into effect. The total foreign investment, direct and indirect, in the issuing entity, will not exceed the sectoral/statutory cap.

With regards to purchase/sale of equity instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group shall be less than 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 % and 24 % will be called the individual and aggregate limit, respectively.

With effect from the April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FEMA Non Debt Rules, with respect to its paid- up equity capital on a fully diluted basis or such same sectoral cap percentage of paid up value of each series of debentures or preference shares or share warrants.

The aggregate limit as provided in sub-paragraph (b) of paragraph 3 of Schedule I may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. Further, the Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively. Also, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold. The aggregate limit with respect to an Indian company in a sector where FDI is prohibited shall be 24%.

**(ii) Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity instruments as defined under the FEMA Non Debt Rules of a listed Indian company on repatriation basis on a recognized stock exchange in India by NRI or OCI is allowed subject to certain conditions under Schedule III of the FEMA Non Debt Rules that is:

The total holding by any individual NRI or OCI shall not exceed 5 % of the total paid-up equity capital on a fully diluted basis or should not exceed 5 % of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 % of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the general



body of the Indian company.

**(iii) Investment by NRI or OCI on non-repatriation basis**

The Schedule IV of the FEMA Non-Debt Rules deals with Purchase/ sale of equity Instruments or convertible notes or units or contribution to the capital of a LLP by a NRI or OCI on non-repatriation basis. It shall be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions by RBI.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or Offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being Offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those Offers and sale occur.**

**Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.**

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES

#### ARTICLES OF ASSOCIATION

#### OF

#### DOVE SOFT LIMITED

*The regulations contained in Table 'F' of the First Schedule to the Companies Act, 2013 shall not apply to the Company, except in so far as they are embodied in the following Articles, which shall be regulations for the management of the Company.*

#### 1. Interpretations:

- 1.1 In the interpretation of these Articles, the following words and expressions shall have the meanings assigned hereunder, unless repugnant to the subject matter or context thereof:

<b>Act</b>	Means the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and Companies Act, 1956 (to the extent not repealed/ not replaced by the Companies Act, 2013), as applicable.
<b>Articles or these Articles</b>	Means the articles of association of the Company, as amended from time to time.
<b>Annual General Meeting</b>	Means a general meeting of the members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.
<b>Auditors</b>	Means and include those persons appointed as such for the time being by the Company or, where so permitted by Applicable Law, by its Board
<b>Applicable Law</b>	Means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.
<b>Beneficial Owner</b>	Means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996.
<b>Board Meeting</b>	Means a meeting of the Directors or a committee thereof, duly called and constituted.
<b>Board or Board of Directors or the Board</b>	Means the board of Directors for the time being of the Company
<b>Chairperson</b>	Shall mean the Person who acts as a chairperson of the Board of the Company
<b>Committee</b>	Means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit
<b>Company or This Company</b>	Means Dove Soft Limited
<b>Chief Executive Officer</b>	Means an officer of a Company, who has been designated as such by the Company
<b>Chief Financial Officer</b>	Means a person appointed as the Chief Financial Officer of a Company
<b>Company Secretary or Secretary</b>	Means a company secretary as defined in clause (c) of sub- Section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a company secretary under the Act
<b>Debenture</b>	Includes debenture-stock, bonds and any other debt securities of the Company,

	whether constituting a charge on the assets of the Company or not.
<b>Depositories Act</b>	Shall mean the Depositories Act, 1996 and includes any statutory modification or enactment thereof
<b>Depository</b>	Shall mean a Depository as defined in clause (e) sub-section (1) of section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 which has been granted a certificate of registration under sub Section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992.
<b>Director</b>	Means a director of the Company for the time being, appointed as such.
<b>Dividend</b>	Includes interim dividend.
<b>Extraordinary General Meeting</b>	Means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.
<b>Financial Year</b>	Means the same as in Section 2(41) of the Act
<b>Free Reserves</b>	Means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as Dividend: Provided that— (i) any amount representing unrealized gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or (ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves
<b>In writing or written</b>	Means and include printing, typing, lithographing, computer mode and other modes of reproducing words in visible form
<b>Independent Director</b>	Means a Director fulfilling the criteria of independence and duly appointed as per Applicable Law.
<b>Key Managerial Personnel</b>	Means such persons as defined in Section 2(51) of Act
<b>Managing Director</b>	Means a Director who, by virtue of the Articles of the Company or an agreement with the Company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of managing Director, by whatever name called.
<b>General Meeting</b>	Means a meeting of Members of the Company.
<b>Members</b>	Member in relation to the Company, means- (a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the company, and on its registration, shall be entered as member in its register of members, (b) every other person who agrees in writing to become a member of the Company and whose name is entered in the register of members of the Company; (c) every person holding shares in the Company and whose name is entered in as a Beneficial Owner in the records of a Depository.
<b>Memorandum or Memorandum of Association</b>	Means the memorandum of association of the Company, as amended from time to time.
<b>Month</b>	Means a calendar month
<b>Ordinary Resolution</b>	Means a resolution referred to in Section 114 of the Act.
<b>Persons</b>	Includes any artificial juridical person, corporations or such other entities as are entitled to hold property in their own name.
<b>Postal Ballot</b>	Means voting by post through postal papers distributed amongst eligible voters and shall include voting by electronic mode or any other mode as permitted under Applicable Law
<b>Register of Beneficial Owners</b>	Means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of electronic mode
<b>Register of Members</b>	Means the register of Members, including any foreign register which the

	Company may maintain pursuant to the Act and includes Register of Beneficial Owners.
<b>Registrar</b>	Means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated
<b>Seal</b>	Means the common seal, if any, adopted for the time being of the Company
<b>Section</b>	Means the relevant section of the Act; and shall, in case of any modification or re-enactment of the Act shall be deemed to refer to any corresponding provision of the Act as so modified or reenacted.
<b>Securities</b>	Means Shares, Debentures and/or such other securities as may be treated as securities under Applicable Law.
<b>Shares</b>	Means the shares into which the Share Capital of the Company is divided.
<b>Share Capital or Capital</b>	Means the share capital for the time being raised or authorized to be raised, for the purpose of the Company
<b>Special Resolution</b>	Means a resolution referred to in Section 114 of the Act.
<b>These Presents</b>	Means the Memorandum of Association and the Articles of Association of the Company.
<b>Tribunal</b>	Means the National Company Law Tribunal constituted under section 408 of the Act
<b>Voting Right</b>	Means the right of a Member of a Company to vote in any meeting of the Company
<b>Written” or “in writing</b>	Means and includes the word printed, lithographed, represented in or reproduced in any mode in a visible form
<b>Year</b>	Means the Financial Year of the Company

- 1.2 Public Limited Company: means as Company which –
- is not a private company
  - has a minimum paid up share capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles

- 1.3 Expressions not specifically defined in these Articles shall bear the same meaning as assigned to the them in the Act
- 1.4 In the interpretation of these Articles,
- any reference to the singular shall include the plural and vice-versa; and
  - any references to the masculine, the feminine and the neuter shall include eachother.
- 1.5 The marginal notes hereto shall not affect the construction of these Articles.

## **SHARE CAPITAL, INCREASE AND REDUCTION OF CAPITAL**

### **Amount of Capital**

- The Authorized Share Capital of the Company shall be such as may be specified from time to time in Clause V of the Memorandum of Association, with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes as permissible in Applicable Law and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by the Board, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions.

### **Increase of Capital by the Company**

3. Subject to Applicable Law, the Board may, from time to time, increase the paid-up Share Capital by creation of new Shares. Such increase shall be of such aggregate amount and to be divided into such Shares of such respective amounts, as the resolution of the Board shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased Share Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board shall determine, and in particular, such Shares may be issued with a preferential or qualified right to dividends, or otherwise, or with a right to participate in some profits or assets of the Company, or with such differential or qualified right of voting at General Meetings of the Company, as permitted in terms of Section 47 of the Act or other Applicable Law.

#### **New Capital part of the existing Capital**

4. Except in so far as otherwise provided in the conditions of issue of Shares, any Capital raised by the creation of new Shares shall be considered as part of the existing Capital, and shall be subject to provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

#### **Issue of redeemable preference shares**

5. Subject to the provisions of Section 55 of the Act and these Articles, the Company shall have the power to issue redeemable preference Shares liable to be redeemed at the option of the Company and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

#### **Provisions applicable to any other Securities**

6. The Board shall be entitled to issue, from time to time, subject to Applicable Law, any other Securities, including Securities convertible into Shares, exchangeable into Shares, or carrying a warrant, with or without any attached Securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue. Such Securities may be issued at premium or discount, and redeemed at premium or discount, as may be determined by the terms of the issuance: Provided that the Company shall not issue any Shares or Securities convertible into Shares at a discount.

#### **Reduction of Capital**

7. The Company may, subject to the provisions of Section 66 of the Act or any other Applicable Law for the time being in force, by way of Special Resolution reduce its Share Capital, any capital redemption reserve account or share premium account in any manner for the time being authorized by law.

#### **Sub-division, consolidation and cancellation of Shares**

8. Subject to the provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them, and the resolution where by any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend or otherwise over or as compared with the others. Subject as aforesaid the Company in General Meeting may also cancel Shares which 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.

#### **Variation of rights**

9. Whenever the Share Capital is divided into different types or classes of shares, all or any of the rights and privileges attached to each type or class may, subject to the provisions of Sections 48 of the Act, be varied with the consent in writing by holders of at least three-fourths of the issued Shares of the class or is confirmed by a Special Resolution passed at a separate Meeting of the holders of Shares of that class and all the provisions hereinafter contained as to General Meetings shall mutatis mutandis apply to every such class Meeting.

### **Further issue of Capital**

10. Where at any time it is proposed to increase the subscribed Capital of the Company by allotment of further Shares, then:
  - 10.1. Such further Shares shall be offered to the persons who on the date of the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the Capital paid-up on those shares at the date.
  - 10.2. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
  - 10.3. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice referred to in Article 10.2 hereof shall contain a statement of this right.
  - 10.4. After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the interest of the Company.
11. Notwithstanding anything contained in the Article 10, the further Shares aforesaid may be offered in any manner whatsoever, to:
  - 11.1. employees under a scheme of employees' stock option scheme;
  - 11.2. to any persons on private placement or on preferential basis, whether or not those persons include the persons referred to Article 10, either for cash or for a consideration other than cash, if so decided by a Special Resolution, as per Applicable Law.;
12. Nothing contained in these Articles shall apply to the increase of the subscribed Capital of the Company caused by the exercise of an option attached to the Debenture issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company:

Provided that the terms of issue of such Debentures or the terms of such loans containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in general meeting.

### **Shares at the disposal of the Directors**

13. Subject to the Applicable Law, the Securities of the Company for the time being shall be under the control of the Directors who may issue, allot 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 and to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the Capital of the Company or other Securities 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 so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

### **Power to issue Shares outside India**

14. Pursuant to the provisions of Applicable Law and subject to such approvals, permissions and sanctions as may be necessary from the Government of India, Reserve Bank of India and/or any other authorities or institutions as may be relevant (hereinafter collectively referred to as “Appropriate Authorities”) and subject to such terms and conditions or such modifications thereto as may be prescribed by them in granting such approvals, permissions and sanctions, the Company will be entitled to issue and allot in the international capital markets, Equity Shares and/or any instruments or securities (including Global Depository Receipts) representing Equity Shares, any such instruments or securities being either with or without detachable Warrants attached thereto entitling the Warrant holder to Equity Shares/instruments or Securities (including Global Depository Receipts) representing Equity Shares, (hereinafter collectively referred to as “the Securities”) to be subscribed to in foreign currency / currencies by foreign investors(whether individuals and/or bodies corporate and/or institutions and whether shareholders of the Company or not) for an amount, inclusive of such premium as may be determined by the Board. Such issue and allotment to be made on such occasion or occasions, at such value or values, or at a premium and in such form and in manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with Lead Manager and/or Underwriters and/or Legal or other Advisors, or as may be prescribed by the Appropriate Authorities while granting their approvals, permissions and sanctions as aforesaid which the Board be and is hereby authorized to accept at its sole discretion. The provisions of this Article shall extend to allow the Board to issue such foreign Securities, in such manner as may be permitted by Applicable Law.

#### **Acceptance of Shares**

15. Any application signed by or on behalf of an applicant, for Shares in the Company, followed by an allotment of any Share shall be an acceptance of shares within the meaning of these Articles and every person who, does or otherwise accepts Shares and whose name is on the Register of Members shall for the purpose of these Articles, be a member.

#### **Deposit and call to be a debt payable immediately**

16. The money (if any) which the Board shall, on the allotment of any Share 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 insertion 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.

#### **Liability of Members**

17. Every member, or his heirs, executors or administrators shall pay to the Company the portion of the Capital represented by his Share(s) which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company’s regulations, require or fix for the payment thereof.

#### **The first named joint holder deemed to be sole holder**

18. If any Share stands in the names of two or more persons, the person first named in the register shall, as regards receipt of dividends or bonus or service of notice and all or any earlier matter connected with the Company, except voting at meetings, be deemed the sole holder thereof, but the joint holders of a Share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such Shares for all incidents thereof according to the Company’s regulations.

#### **Register of Members and index**

19. The Company shall maintain a Register of Members and index in accordance with Section 88 of the Act. The details of shares held in physical or dematerialized forms may be maintained in a media as may be permitted by law including in any form of electronic media.

20. A member, or other Security holder or Beneficial Owner may make inspection of Register of Members and annual return. Any person other than the Member or Debenture holder or Beneficial Owner of the Company shall be allowed to make inspection of the Register of Members and annual return on payment of Rs. 50 or such higher amount as permitted by Applicable Law as the Board may determine, for each inspection. Inspection may be made during business hours of the Company during such time, not being less than 2 hours on any day, as may be fixed by the Company Secretary from time to time.
21. Such person, as referred to in Article 20 above, may be allowed to make copies of the Register of Members or any other register maintained by the Company and annual return, and require a copy of any specific extract therein, on payment of Rs. 10 for each page, or such higher amount as permitted under Applicable Law.

### **Foreign Registers**

22. The Company may also keep a foreign register in accordance with Section 88 of the Act containing the names and particulars of the Members, Debenture holders, other Security holders or Beneficial Owners residing outside India; and the Board may (subject to the provisions of aforesaid Section) make and vary such regulations as it may think fit with respect to any such register.

### **SHARES CERTIFICATES**

#### **Share certificate to be numbered progressively and no Share to be subdivided**

23. The shares certificates shall be numbered progressively according to their several denominations specify the shares to which it relates and bear the Seal, if any, of the Company and except in the manner hereinbefore mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share certificate shall continue to bear the number by which the same was originally distinguished.

Provided however that the provision relating to progressive or distinctive numbering of shares shall not apply to the shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form.

#### **Limitation of time for issue of certificates**

24. Subject to the provisions of the Act and other Applicable Law, every Member, other than a Beneficial Owner, shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates each for one or more of such Shares within one months of. Every certificates of Shares shall be under the Seal, if any, of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Directors may prescribe and approve, provided that in respect of a Share(s) held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders.

#### **Issue of new certificate in place of one defaced, lost or destroyed**

25. If any certificate be worn out, defaced, mutilated, old/ or torn or in case of sub- division or consolidation then upon production and surrender such certificate to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced as the Board deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued in case of splitting or consolidation of Share certificate(s) or in replacement of Share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Directors shall prescribe.

Further, no duplicate certificate shall be issued in lieu of those that are lost or destroyed, without the prior



consent of the Board and only on furnishing of such supporting evidence and/or indemnity as the Board may require, and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced, without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Directors shall prescribe.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other Act, or rules applicable thereof in this behalf; Provided further that the Company shall comply with the provisions of Section 46 of the Act and other Applicable Law, in respect of issue of duplicate Share certificates.

26. The provision of this Article shall mutatis mutandis apply to issue of certificates of Debentures of the Company

#### **BUY BACK OF SECURITIES BY THE COMPANY**

27. Notwithstanding anything contained in these Articles but subject to the provisions of the Act and other Applicable Law as prescribed by Securities and Exchange Board of India (SEBI) or any other authority for the time being in force, the Company may purchase its own Shares or other specified Securities. The power conferred herein may be exercised by the Board, at any time and from time to time, where and to the extent permitted by Applicable Law, and shall be subject to such rules, applicable consent or approval as required.

#### **UNDERWRITING AND BROKERAGE**

##### **Commission may be paid**

28. Subject to the provisions of the Act and other Applicable Law, and subject to the applicable SEBI guidelines and subject to the terms of issue of the Shares or Debentures or any Securities, as defined in the Securities Contract (Regulations) Act, 1956, the Company may, at any time pay a commission out of proceeds of the issue or profit or both to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or Debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares, Debentures or of the Company but so that the commission shall not exceed in the case of shares, five per cent of the price at which the Shares are issued, and in the case of Debentures, two and a half per cent of the price at which the Debentures are issued or at such rates as may be fixed by the Board within the overall limit prescribed under the Act or Securities and Exchange Board of India Act, 1992. Such commission may be satisfied by payment in cash or by allotment of fully or partly paid Shares, Securities or Debentures or partly in one way and partly in the other.

##### **Brokerage**

29. The Company may, subject to Applicable Law, pay a reasonable and lawful sum for brokerage to any person for subscribing or procuring subscription for any Securities, at such rate as approved by the Directors.

#### **CALL ON SHARES**

##### **Directors may make calls**

30. The Board of Directors may, from time to time and subject to the terms on which Shares have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, or otherwise as permitted by Applicable Law make such call as it thinks fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively, 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 in instalments.

##### **Notice of calls**

31. Each Member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.
32. A call may be revoked or postponed at the discretion of the Board.

#### **Calls to date from resolution**

33. A call shall be deemed to have been made at the time when the resolution authorizing such call was passed as provided herein and may be required to be paid by instalments.

#### **Directors may extend time**

34. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, but no member shall be entitled to such extension save as a member of grace and favor.

#### **Calls to carry interest**

35. If any member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such percentage as the Board of Directors may determine. Nothing in this Article shall render it obligatory for the Board of Directors to demand or recover any interest from any such member.
36. The Board shall be at liberty to waive payment of any such interest wholly or in part.

#### **Sums deemed to be calls**

37. Any sum, which may by the terms of issue of a Share become payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable, on the date on which by the terms of issue the same becomes payable and in case of non-payment, 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.

#### **Proof on trial of suit for money due on Shares**

38. At the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member, in respect of whose Shares, the money is sought to be recovered appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered, is alleged to have become due on the Shares in respect of such money is sought to be recovered, that the resolution making the call is duly recorded in the Minutes Book, and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.

#### **Partial payment not to preclude forfeiture**

39. 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 the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided. Payment in anticipation of

call may carry interest

40. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced. The members 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.
41. The provisions of these Articles shall mutatis mutandis apply to the calls on Debenture or other Securities of the Company.

## **LIEN**

### **Company to have lien on Shares**

42. The Company shall have a first and paramount lien upon all the Shares/ Debentures/Securities (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/Securities and no equitable interest in any Shares shall be created except upon the footing, and upon the condition that this Article will have full effect and any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares/Debentures/Securities:

Provided that, fully paid shares shall be free from all lien and that in case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

### **As to enforcing lien by sale**

43. For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their number to execute a transfer thereof on behalf of and in the name of such member. The purchaser of such transferred Shares shall be registered as the holder of the Shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
44. No sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing of the intention to sell shall have been served on such Member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

### **Application of proceeds of sale**

45. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the persons entitled to the Shares at the date of the sale.
- 46.

## **FORFEITURE OF SHARE**

### **If call or installment not paid notice may be given**

47. If any member fails to pay any call or installment on or before the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve notice on such Member 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.

#### **Form of notice**

48. The notice shall:
- 47.1. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- 47.2. shall detail the amount which is due and payable on the Shares and shall state that in the event of non-payment at or before the time appointed, the Shares will be liable to be forfeited.

#### **If notice not complied with, Shares may be forfeited**

49. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture.

#### **Notice of forfeiture to a Member**

50. When any Shares shall have been 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 forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated, by any omission to give such notice or to make any such entry as aforesaid.

#### **Forfeited Share to become property of the Company**

51. Any Share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re-allot or otherwise dispose of the same in such manner as think fit.

#### **Power to annul forfeiture**

52. The Board may, at any time before any Share so forfeited shall have been sold, re- allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

#### **Liability on forfeiture**

53. 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 the forfeiture of the payment, at such rate as the Board may determine and the Board may enforce the payment thereof, if it thinks fit. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

#### **Effect of forfeiture**

54. The forfeiture of a Share involves extinction, at the time of the forfeiture, of all interest 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.

#### **Evidence of forfeiture**

55. A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that certain Shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares.

#### **Cancellation of Share certificate in respect of forfeited shares**

56. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or 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 Directors, shall be entitled to issue a duplicate certificate or certificates in respect of the said Shares to the person or persons, entitled thereto as per the provisions herein.
- 55.1. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favor of the person to whom the Share is sold or disposed of.
- 55.2. The transferee shall thereupon be registered as the holder of the Share; and
- 55.3. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

#### **These Articles to apply in case of any non-payment**

57. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **EMPLOYEES STOCK OPTIONS**

58. Subject to the provisions of Section 62 of the Act and the Applicable Law, the Company may issue options to the any Directors, not being Independent Directors, officers, or employees of the Company, its subsidiaries or its parent, which would give such Directors, officers or employees, the benefit or right to purchase or subscribe at a future date, the Securities offered by the Company at a predetermined price, in terms of schemes of employee stock options or employees share purchase or both: Provided that it will be lawful for such scheme to require an employee, officer, or Director, upon leaving the Company, to transfer Securities acquired in pursuance of such an option/scheme, to a trust or other body established for the benefit of employees of the Company.

#### **POWER TO ISSUE SWEAT EQUITY SHARES**

59. Subject to and in compliance with Section 54 and other Applicable Law, the Company may issue equity Shares to its employees or Director(s) at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

#### **PREFERENTIAL ALLOTMENT**

60. Subject to the provisions of Section 62 the Act, read with the conditions as laid down in the Applicable Law, and if authorized by a Special Resolution passed in a General Meeting, the Company may issue Shares, in any manner whatsoever, by way of a preferential offer or private placement. Such issue on preferential basis or private placement should also comply with the conditions as laid down in Section 42 of the Act and/or Applicable law.

#### **CAPITALIZATION OF PROFITS**

61. The Company in General Meeting may, upon the recommendation of the Board, resolve:
- 60.1. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including capital redemption reserve account), or to the credit of the profit and loss account, otherwise available for distribution or securities premium account; and
- 60.2. that such sum be accordingly set free for distribution in the manner specified in 60.1 amongst the members who would have been entitled thereto, if distributed by way of Dividend and in the same proportions.
62. The sum aforesaid shall not be paid in cash but shall be applied, subject to applicable provisions contained herein, either in or towards:
- 61.1. paying up any amounts for the time being unpaid on any Shares held by such Members respectively;
- 61.2. paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;
- 61.3. partly in the way specified in Article 61.1 and partly in that specified in Article 61.1;
- 61.4. The Board shall give effect to the resolution passed by the members of the Company in pursuance of this Article.
- 61.5. Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- 61.5.1. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
- 61.5.2. generally, do all such acts and things required to give effect thereto.
63. For the purpose of giving effect to any resolution under Articles 60 and 61, the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient.

## **TRANSFER AND TRANSMISSION OF SHARES**

### **Register of transfers**

64. The Company shall keep a register to be called the 'Register of Transfers', and therein shall be fairly and directly entered particulars of every transfer or transmission of any Share. Entries in the register should be authenticated by the secretary of the Company or by any other person authorized by the Board for the purpose, by appending his signature to each entry.

### **Instruments of transfer**

65. The instrument of transfer shall be in writing and duly stamped and in such form as may be prescribed under the Act from time to time and all provisions of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of Shares and registration thereof.

### **To be executed by transferor and transferee**

66. Every such instrument of transfer shall be executed both by transferor and the transferee and the transferor shall be deemed to remain the holder of such Shares until the name of the transferee shall have been entered in the Register of Members in respect thereof. The Board shall not issue or register a transfer of any Share in favor of a minor (except in cases when they are fully paid up).

67. Application for the registration of the transfer of a Share may be made either by the transferee or the transferor. Where an application is made by the transferor and relates to partly paid up shares, no registration shall be effected unless the Company gives notice of the application to the transferee subject to the provisions of these Articles, Section 56 of the Act and other Applicable Law, and the transferee gives no objection to the transfer within two weeks from the receipt of the notice. In the event of non-receipt of any objection from the transferee within the period of two weeks as aforesaid, the Company shall enter in the Register the name of transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

The Board may, subject to the right of appeal conferred by section 58 decline to register --

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;  
or  
(b) any transfer of shares on which the company has a lien.

On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### **Transfer books when closed**

68. Subject to the applicable provisions of the Act, SEBI Regulations and these Articles, the Board shall have to close the transfer books, the Register of Members, Register of Debenture holders or the Register of other Security holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may deem expedient.

#### **Directors may refuse to register transfer**

69. Subject to the provisions of the Act and other Applicable Law, the Board may at its own, discretion, decline to register or acknowledge any transfer of Securities, whether fully paid or not (notwithstanding that the proposed transferee be already a Member), provided in such cases it shall, within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer: Provided that registration of transfer shall not be refused on the ground of the transferor being, either alone or jointly with any person or persons, indebted to the Company on any account whatsoever except where the Company has lien on the Securities.

#### **Directors to recognize Beneficial Owners of securities**

70. Notwithstanding anything contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.
71. Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its Securities held by a Depository.
72. Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognize any benami, trust or equitable, contingent, future or partial interest in any Security or (except otherwise expressly provided by the Articles) any right in respect of a Security other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof.

## **Nomination**

73. Every holder of Shares in, or Debentures of the Company may, at any time, nominate, in the manner prescribed under the Act, a person to whom his Shares in or Debentures of the Company shall vest in the event of death of such holder.
74. Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.
75. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.
76. Where the nominee is a minor, it shall be lawful for the holder of the Shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in or Debentures of the Company, in the event of his death, during the minority.

## **Transmission in the name of nominee**

77. Any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any Security holder, or by any lawful means other than by a transfer in accordance with these Presents, may with the consent of the Board of Directors and subject as hereinafter provided, elect, either:
  - 76.1. to be registered himself as holder of the Securities; or
  - 76.2. to make such transfer of the Securities as the deceased Security holder could have made.

Provided nevertheless that it shall be lawful for the Directors in their absolute discretion to dispense with the production of any evidence including any legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit.

78. 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.
79. If the nominee, so becoming entitled, elects himself to be registered as holder of the Securities, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased Security holder or proof of lunacy, bankruptcy or insolvency of the Security holder, as the case may be, and the certificate(s) of Securities held by such Security holder in the Company.
80. If the person aforesaid shall elect to transfer the Securities, he shall testify his election by executing a transfer of the Securities.
81. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Security holder had not occurred and the notice or transfer were a transfer signed by that Member.
82. A nominee on becoming entitled to Securities by reason of the death of the holder or joint holders shall be entitled to the same Dividend or interest and other advantages to which he would be entitled if he were the



registered holder such Securities, except that he shall not before being registered as holder of such Securities, be entitled in respect of them to exercise any right conferred on a Security holder in relation to meetings of the Company.

**No transfer to minor, insolvent etc.**

83. No transfer shall be made to a minor or person of unsound mind. However, in respect of fully paid up shares, Securities may be transferred in favor of a minor acting through legal guardian, in accordance with the provisions of Applicable Law.

**Transfer to be presented with evidence of title**

84. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors.

**Company not liable for disregard of a notice in prohibiting registration of transfer**

85. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effort 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, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or deferred 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 book 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.

**DEMATERIALISATION OF SECURITIES**

**Dematerialization of Securities**

86. The Board shall be entitled to dematerialize its existing Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended and the rules framed thereunder, if any.

**Options for investors**

87. Subject to the Applicable Law, every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository Such a person who is a Beneficial Owner of the Securities can at any time opt out of a Depository, if permitted by law, in respect of any Securities held by him in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue and deliver to the Beneficial Owner, the required certificates for the Securities.

**Securities in depositories to be in fungible form**

88. All securities held by a Depository shall be dematerialized and be in fungible form.

**Service of Documents**

89. Notwithstanding anything contained in these Articles to the contrary, where Securities of the Company are

held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of electronic mode.

#### **Transfer of securities**

90. Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

#### **Allotment of securities dealt with in a Depository**

91. Notwithstanding anything contained in these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

#### **Register and index of Beneficial Owners**

92. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

#### **COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

93. Copies of Memorandum and Articles of Association of the Company shall be furnished to every Member within seven days of his request on payment of an amount as may be fixed by the Board to recover reasonable cost and expenses, not exceeding such amount as fixed under Applicable Law.

#### **BORROWING POWERS**

##### **Power to borrow**

94. Subject to the provisions of these Articles, the Act and other Applicable Law, the Board may, from time to time, at its discretion, by way of a resolution passed at the meeting of Board, accept deposits from its members or otherwise, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money to be borrowed together with the moneys already borrowed; or where a power to delegate the same is available, by a decision/resolution of such delegate, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up Capital of the Company and its free reserves.

##### **Conditions on which money may be borrowed**

95. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, or other Securities, or any mortgage, or other Security on the undertaking of the whole or any part of the property of the Company (both present and future including its uncalled capital for the time being).

##### **Terms of issue of Debentures**

96. Any Debentures, Debenture stock, bonds or other Securities may be issued on such terms and conditions as the Board may think fit: Provided that Debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. Debentures, Debenture stock, bonds and other Securities may be made assignable free from any equities from the Company and the person to whom it may be issued. Debentures, Debenture- stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with such sanctions as may be applicable.

### **Instrument of transfer**

97. No transfer of Debentures shall be registered unless a proper instrument of transfer duly executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the Debentures: Provided that the Company may issue non-transferable Debentures and accept an assignment of such instruments.

### **Register of charges, etc.**

98. The Board shall cause a proper Register to be kept in accordance with the provisions of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company, and shall cause the requirements of Sections 77 to 87 of the Act, both inclusive of the Act in that behalf to be duly complied with, so far as they are ought to be complied with by the Board.

### **Register and index of Debenture holders**

99. The Company shall, if at any time it issues Debentures, keep register and index of Debenture holders in accordance with Section 88 of the Act. Subject to the Applicable Law, the Company shall have the power to keep in any State or Country outside India, a register of Debenture-stock holders, resident in that State or Country.

### **GENERAL MEETINGS**

100. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year.
101. Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated
102. All General Meetings other than annual general meeting shall be called extraordinary general meeting.
103. In the case of an Annual General Meeting, all businesses to be transacted at the meeting shall be deemed special, with the exception of business relating to:
- 102.1. the consideration of financial statements and the reports of the Board of Directors and Auditors;
- 102.2. the declaration of any Dividend;
- 102.3. the appointment of Directors in place of those retiring;
- 102.4. the appointment of, and the fixing of the remuneration of, the Auditors
104. In case of any other meeting, all business shall be deemed special.
105. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
106. Where permitted or required by Applicable Law, Board may, instead of calling a meeting of any Members/ class of Members/ Debenture holders, seek their assent by Postal ballot, including e-voting. Such Postal ballot will comply with the provisions of Applicable Law in this behalf.
107. The intent of these Articles is that in respect of seeking the sense of the Members or Members of a class or any Security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of Members, members of a class of Members or any holders of Securities using such use of contemporaneous methods of communication as is permitted by Applicable Law. A written resolution including consent obtained through electronic mode shall be deemed to be sanction provided by the Member, Member of a class or other Security

holder by way of personal presence in a meeting.

108. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up Capital as at the date carries the right of voting in regard to the matter in respect of which the requisition has been made.
109. Any meeting called as above by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

#### **E-voting in case of General Meetings**

110. Where the Company conducts General Meetings by way of e-voting, the Company shall follow the procedure laid down under the Act and Applicable Law.
111. Where Member has been allowed the option of voting through electronic mode as per Applicable Law, such Member, or Members, who have voted using the electronic facility, generally, shall be allowed to speak at a General Meeting, but shall not be allowed to vote again at the meeting.

Provided that voting may also be allowed to be case by way of post or any other mode which any Applicable Law may allow.

#### **Notice of General Meetings**

112. Subject to the Applicable Law, at least 21 clear days' notice of every General Meeting, specifying the day, date, place and hour of meeting, containing a statement of the business to be transacted thereat, shall be given, either in writing or through electronic mode, to every Member or legal representative of any deceased Member or the assignee of an insolvent Member, every Auditor(s) and Director of the Company.
113. A General Meeting may be called at a shorter notice if consented to by either by way of writing or any electronic mode by not less than 95% of the Members entitled to vote at such meeting.

#### **Quorum at General Meeting**

114. 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.
115. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.
116. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting, if convened by or upon the requisition of members shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or to such other day and at such other time and place as the Board may determine subject to Applicable Law and if at such adjourned meeting, a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be quorum and may transact the business for which the meeting was called.

#### **Chairperson at General Meetings**

117. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
118. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the Directors present shall elect one among themselves to be Chairperson of the General Meeting.

119. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of themselves to be Chairperson of the General Meeting.

120. No business shall be discussed at any General Meeting except the election of a Chairperson, while the chair is vacant.

### **Adjournment of Meeting**

121. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

122. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

123. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

### **Voting rights**

124. No member shall be entitled to vote either personally or by proxy, at any General Meeting or Meeting of a class of shareholders 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.

125. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

125.1. on a show of hands, every member present in person shall have one vote; and

125.2. on a poll, the voting rights of Members shall be in proportion to his share in the paid-up equity Share Capital of the Company.

125.3. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

126. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

127. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

128. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

129. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting shall be valid for all purposes.

130. Any such objection made in due time shall be referred to the Chairperson of the General Meeting, whose decision shall be final and conclusive.

### **Proxy**

131. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a member may vote by a representative duly authorized in accordance with Section 113 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy) on behalf of the body corporate which he represents as the body could exercise if it were an individual member.
132. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and in default the instrument of proxy shall not be treated as valid.
133. Every proxy (whether a Member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a body corporate, under the common seal of such corporate, if any, or be signed by an officer or any attorney duly authorized by it, and any committee or guardian may appoint such proxy. An instrument appointing a proxy shall be in the form as prescribed in terms of Section 105 of the Act.
134. A Member present by proxy shall be entitled to vote only on a poll, except where Applicable Law provides otherwise.
135. The proxy so appointed shall not have any right to speak at the General Meeting.
136. 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:
137. 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.

#### **Maintenance of records and Inspection of minutes of General Meeting by Members**

138. Where permitted/required by Applicable Law, all records to be maintained by the Company may be kept in electronic form subject to the provisions of the Act and the conditions as laid down in the Applicable Law. Such records shall be kept open to inspection in the manner as permitted by the Act and Applicable Law. The term 'records' would mean any register, index, agreement, memorandum, minutes or any other document required by the Act and Applicable Law made there under to be kept by the Company.
139. The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
140. Any such minutes shall be evidence of the proceedings recorded therein.
141. The book containing the minutes of proceedings of General Meetings shall be kept at the registered office of the Company and shall be open during business hours, for such periods not being less than 2 hours on any day, as may be fixed by the Company Secretary from time to time, to the inspection of any Member without charge.
142. Any Member of the Company shall be entitled to a copy of minutes of the General Meeting on receipt of a specific request and at a fee of Rs. 10/- (Rupees Ten only) for each page, or such higher amount as the Board may determine, as permissible by Applicable Law.

#### **BOARD OF DIRECTORS**

143. Until otherwise determined by a General Meeting and subject to provisions of the Act, the number of directors

shall not be less than three or more than fifteen.

Following are the First Directors of the Company:

Mr. Rahul Bhupendra Bhanushali

Mr. Nikhil Dineshbhai Shah

144. The Directors are not required to hold any qualification shares.
145. Composition of the Board shall be in accordance with the provisions of Section 149 of the Act and other Applicable Laws. Provided that where there are temporary gaps in meeting the requirements of Applicable Law pertaining to composition of Board of Directors, the remaining Directors shall (a) be entitled to transaction business for the purpose of attaining the required composition of the Board; and (b) be entitled to carry out such business as may be required in the best interest of the Company in the meantime.

#### **Board's power to appoint Additional Directors**

146. Subject to the provisions of Sections 149, 152 and 161 of the Act and Applicable Laws, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles.
147. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act or any other law as may be applicable.

#### **Nominee Directors**

148. The Company shall, subject to the provisions of the Act and these Articles, be entitled to agree with any Person that he or it shall have the right to appoint his or its nominee on the Board, not being an Independent Director, upon such terms and conditions as the Company may deem fit.
149. Whenever the Company enters into the contract with any government, central, state or local, any bank or financial institution or any person or persons (hereinafter referred to as "**the appointer**") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Board shall have, subject to the provisions of the Act, the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such director or directors shall not be liable to retire by rotation nor be required to hold any qualification shares. The directors may also agree that any such director or directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such director or directors ceasing to hold that office for any reason whatsoever. The directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any privileges and rights exercised and enjoyed by the directors of the Company including payment of remuneration and travelling expenses to such director or directors as may be agreed by the Company with the appointer.

#### **Appointment of Alternate Directors**

150. Subject to the provisions of Section 161 of the Act, 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 India. No person shall be appointed as an Alternate Director in place of an Independent Director unless he is qualified to be appointed as an Independent Director under the Act and Applicable Law. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original

Director returns to India. If the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director, and not to the Alternate Director.

For the purpose of absence in the Board meetings in terms of Section 167 (1) (b) of the Act, the period during which an Original Director has an Alternate Director appointed in his place, shall not be considered.

#### **Board's power to fill casual vacancies**

151. Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.

#### **Independent Directors**

152. Subject to the provisions of the Act and other Applicable Law, the Board or any other Committee as per the Act shall identify potential individuals for the purpose of appointment as Independent Director either from the date bank established under Section 150 of Act or otherwise.
153. The Board on receiving such recommendation shall consider the same and propose his appointment for approval at a General Meeting. The explanatory statement to the notice for such General Meeting shall provide all requisite details as required under the Act.
154. Any casual vacancy in the post of an Independent Director caused by way of removal, resignation, death, vacation of office under Section 167 of the Act and Applicable Law or these Articles, removal from Directorship pursuant to any court order or due to disqualification under Section 164 of Act shall be filled by following the process laid down herein below and in accordance with the Applicable Law. No such casual vacancy shall prejudice the functioning of the Board during the intervening period.
155. Every Independent 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 circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence.
156. The Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.
157. An Independent Director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings and also to such commission based on profits, as may, subject to provisions of Applicable Law, be approved by the Members.
158. An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.
159. The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.

#### **Term of Office of Independent Director**

160. Subject to Applicable Law, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for reappointment for one more term on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.



161. No Independent Director shall hold office for more than 2 (two) consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of 3(three) years of ceasing to become an Independent Director provided that he shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

#### **Retirement and rotation of Directors**

162. At least two-thirds of the total number of Directors, excluding Independent Directors, will be the Directors who are liable to retire by rotation (hereinafter called “**the Rotational Directors**”).

163. Subject to the provisions of the Act and these Articles, the managing Director and/or the whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation.

164. At every Annual General Meeting of the Company, one-third of the Rotational Directors, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office.

165. A retiring Director shall be eligible for re-election.

#### **Resignation of Directors**

166. Subject to the provisions of Applicable Law, a Director may resign from his office by giving a notice in writing to the Company and Board shall take note of the same. The fact of such resignation shall be mentioned in the report of Directors laid in the immediately following Annual General Meeting by the Company.

167. A Managing Director or a Whole-time Director or any Executive Director who has any terms of employment with the Company shall not give any notice of resignation in breach of the conditions of employment as may be applicable, either to a Director specifically, or to employees of the Company generally. A nominee Director shall not give any notice of resignation except through the nominating person.

168. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later:

Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

#### **Removal of Directors**

169. Any Director of the Company, except the one appointed by the National Company Law Tribunal, may be removed by way of Ordinary Resolution before the expiry of his term of office, subject to the provisions of Section 169 of Act.

#### **Remuneration of Directors**

170. Subject to the provisions of Section 197 of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

Provided that where the Company takes a Directors’ and Officers’ Liability Insurance, specifically pertaining to a particular Director and/or officer, then the premium paid in respect of such insurance, for the period during which a Director and/or officer has been proved guilty, will be treated as part of remuneration paid to such Director and/or officer.

171. The Board or a relevant Committee constituted for this purpose shall seek to ensure that the remuneration paid to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
172. The fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the maximum limit as prescribed under the Act and Applicable Law. Fee shall also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act. Fee shall also be payable for participating in meetings through permissible electronic mode.
173. In addition to the remuneration payable pursuant to Section 197 of the Act, the Directors may be paid all conveyance, hotel and other expenses properly incurred by them:
- 173.1. in attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the Company; or
- 173.2. in connection with the business of the Company.

#### **Directors may act notwithstanding any vacancies on Board**

174. The continuing Directors may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the minimum number fixed by these Articles, the continuing Directors may act for the purpose of increasing the number of Directors to the minimum number fixed by these Articles or for summoning a General Meeting for the purpose increasing the number of Directors to such minimum number, but for no other purpose.

#### **Vacation of office of Director**

175. The office of a Director shall ipso facto be vacated:
- 175.1. on the happening of any of the events as specified in Section 167 of the Act.
- 175.2. if a person is a Director of more than the number of Companies as specified in the Act at a time;
- 175.3. in the case of alternate Director, on return of the original Director in terms of Section 161 of the Act;
- 175.4. having been appointed as a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, he ceases to hold such office or other employment in that company;
- 175.5. if he is removed in pursuance of Section 169 of the Act;
- 175.6. any other disqualification that the Act for the time being in force may prescribe.

#### **Notice of candidature for office of Directors except in certain cases**

176. No person, not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting unless he or some Member intending to propose him as a Director, has, not less than fourteen days before the General Meeting, left at the registered office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office along with the requisite deposit of Rs. 1,00,000/- (Rupees One Lakh only) or such higher amount as the Board may determine, as permissible by Applicable Law.
177. Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company, the consent in writing to act as a Director, if appointed.

#### **Director may contract with the Company**

178. Subject to such sanctions as required by Applicable Law, a Director or any related party as defined in Section 2 (76) of the Act or other Applicable Law may enter into any contract or any arrangement with the Company.
179. Unless so required by Applicable Law, no sanction shall, however, be necessary for any contracts with a related party entered into on arm's length basis. Where a contract complies with such conditions or indicia of arm's length contracts as laid down in a policy on related party transactions framed by the Board in accordance with the Applicable Law, the contract shall be deemed to be a contract entered into on arm's length basis.

#### **Disclosure of interest**

180. A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184(2) of the Act; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other body corporate where the Director of the Company either himself or in association with any other Director hold or holds less than two per cent of the shareholding in such other body corporate.

#### **Interested Director not to participate or vote in Board's proceeding**

181. Subject to the provisions of Section 184 of the Act, no Director shall as Director take any part in the discussion of, or vote on any contract or arrangement entered into by or on behalf of the Company, if he is in any way whether directly or indirectly concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.

#### **Register of contracts in which Directors are interested**

182. The Company shall keep a register of contracts or arrangements in which directors are interested in accordance with the provisions of Act. Such register shall be kept at the registered office of the Company and shall be preserved permanently be kept in the custody of the Company Secretary of the Company or any other person authorized by the Board for the purpose.
183. Such a Register shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be provided to a Member of the Company on his request, within seven days from the date on which such request is made and upon the payment of Rs. 10 (Rupees Ten only) per page, as such higher amount as may be laid by the Board, as permitted by Applicable Law.

#### **Register of Directors and Key Managerial Personnel and their shareholding**

184. The Company shall keep at its registered office a register containing the particulars of its Directors and Key Managerial Personnel, which shall include the details of Securities held by each of them in the Company or its holding, subsidiary, subsidiary of Company's holding Company or associate companies in accordance to Section 170 of the Act and Applicable Law.

#### **Miscellaneous**

185. 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.

#### **PROCEEDINGS OF THE BOARD**

## **Meetings of Board**

186. The Directors may meet together as a Board from time to time for the conduct of the business of the Company, adjourn or otherwise regulate its meetings, as it thinks fit.
187. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic mode.
188. The notice of the meeting shall inform the Directors regarding the option available to them to participate through electronic mode, and shall provide all the necessary information to enable the Directors to participate through such electronic mode.
189. Certain matters, as may be specified under the Applicable Law from time to time, shall not be dealt with in a meeting of the Board through video conferencing or other audio visual means.
190. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting, or in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director.
191. The Board shall so meet at least once in every four months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.
192. Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose. The names of Directors who have participated in Board meetings through electronic mode shall be entered and initialled by the Company Secretary, stating the manner in which the Director so participated

## **Meetings of Board by Video/audio-visual conferencing**

193. Subject to the provisions of the Act and Applicable Law, the Directors may participate in meetings of the Board otherwise through physical presence, electronic mode as the Board may from time to time decide and Directors shall be allowed to participate from multiple locations through modern communication equipment for ascertaining the views of such Directors who have indicated their willingness to participate by such electronic mode, as the case may be.

## **Regulation for meeting through electronic mode**

194. The Board may, by way of a resolution passed at a meeting, decide the venues where arrangements may be made by the Company, at the Company's cost, for participation in Board meetings through electronic mode, as the case may be, in accordance to the provisions of the Act and Applicable Law. In case of a place other than such places where Company makes arrangements as above, the Chairperson may decline the right of a Director to participate through electronic mode in view of concerns of security, sensitivity and confidentiality of Board proceedings. Where the Chairperson so permits a Director to participate from a place other than the designated places where the Company has made the arrangements, the security and confidentiality of the Board proceedings shall be the responsibility of the Director so participating, and the cost and expense in such participation, where agreed to by the Chairperson, may be reimbursed by the Company.
195. Subject as aforesaid, the conduct of the Board meeting where a Director participates through electronic mode shall be in the manner as laid down in Applicable Law.
196. The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles, in the Act and/or Applicable Law, shall apply

to meetings conducted through electronic mode, as the case may be.

197. Upon the discussions being held by electronic mode, as the case may be, the Chairperson or the Company Secretary shall record the deliberations and get confirmed the views expressed, pursuant to circulation of the draft minutes of the meeting to all Directors to reflect the decision of all the Directors participating in such discussions.
198. Subject to provisions of Section 173 of the Act and the Applicable Laws, a Director may participate in and vote at a meeting of the Board by means of electronic mode which allows all persons participating in the meeting to hear and see each other and record the deliberations. Where any Director participates in a meeting of the Board by any of the means above, the Company shall ensure that such Director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of this Board Meeting.

#### **When can a meeting be convened**

199. The Managing Director or a Director may, and the Manager or Company Secretary upon the requisition of Director(s) shall, at any time, summon a meeting of the Board.

#### **Chairperson for Board Meetings**

200. The Board may elect a Chairperson, and determine the period for which he is to hold office. The Managing Director may also be appointed by the Board as the Chairperson.
201. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairperson of the meeting.

#### **Quorum**

202. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of the Section 174 of the Act. If a quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairperson of the Board shall decide.

#### **Exercise of powers to be valid in meetings where quorum is present**

203. A meeting of the Board of which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board, or in accordance with Section 179 of the Act, the powers of the Company.

#### **Matter to be decided on majority of votes**

204. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.

#### **Power to appoint Committee and to delegate powers**

205. The Board may, subject to the provisions of the Act, from time to time and at any time delegate any of its powers to committees consisting of such Director or Directors as it thinks fit, and may from time to time revoke such delegation. Unless a power of the Board is not capable of being delegated, such power may be delegated by the Board to any officer or committee of officers as the Board may determine.
206. Any committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any

regulations that may from time to time be imposed on it by the Board.

207. The meetings and the proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board.

#### **Resolution without Board Meeting/ Resolution by Circulation**

208. Save as otherwise expressly provided in the Act to be passed at a meeting of the Board and subject to Section 175 of the Act or Applicable Laws, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, at their addresses registered with the Company in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be), and has been approved by a majority of the Directors or members as are entitled to vote on the resolution.

Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a Board Meeting.

Provided further that where the resolution has been put to vote at a Board Meeting, the consent or dissent of the Directors obtained by way of resolution by circulation shall be rendered void and given effect to.

#### **Acts of Board / Committee valid notwithstanding formal appointment**

209. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained or in these Articles, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that 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.

#### **Minutes of proceedings of meeting of Board**

210. The Company shall cause minutes of proceedings of every meeting of the Board and Committee thereof to be kept in such form by making within thirty days of the conclusion of every such meeting, entries thereof in the books kept for that purpose with their pages consecutively numbered in accordance to Section 118 of the Act or Applicable Laws.
211. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting.
212. In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by a pasting or otherwise, if the minutes are kept in physical form.
213. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
214. Where the meeting of the Board takes place through electronic mode, the minutes shall disclose the particulars of the Directors who attended the meeting through such means. The draft minutes of the meeting shall be circulated among all the Directors within fifteen days of the meeting either in writing or in electronic mode as

may be decided by the Board and/or in accordance with Applicable Laws.

215. Every Director who attended the meeting, whether personally or through electronic mode, shall confirm or give his comments in writing, if any, about the accuracy of recording of the proceedings of that particular meeting in the draft minutes, within seven days or some reasonable time as decided by the Board, after receipt of the draft minutes failing which his approval shall be presumed.
216. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings.
217. The minutes shall also contain:
  - 217.1. The names of the Directors present at the meeting; and
  - 217.2. In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.
218. Nothing contained in these Articles shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairperson of the meeting:
  - 218.1. is, or could reasonably be regarded as defamatory of any person.
  - 218.2. is irrelevant or immaterial to the proceedings; or
  - 218.3. is detrimental to the interest of the Company.
219. The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article.
220. Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.
221. Any Director of the Company may requisition for physical inspection of the Board Meeting minutes in accordance with the Applicable Law.

### **Powers of Board**

222. The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act and Applicable Law made thereunder, or any other Act, or by the Memorandum, or by these Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act and the Applicable Law made thereunder, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
223. The Board may subject to Section 186 of the Act and provisions of Applicable Law made thereunder shall by means of unanimous resolution passed at meeting of Board from time to time, invest, provide loans or guarantee or security on behalf of the Company to any person or entity.

### **Restriction on powers of Board**

224. The Board of Directors shall exercise the following powers subject to the approval of Company by a Special Resolution:
  - 224.1. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings;

- 224.2. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
- 224.3. to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid- up Share Capital and free-reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business;
- 224.4. to remit, or give time for the repayment of, any debt due from a Director.

#### **Contribution to charitable and other funds**

225. The Board of Directors of a Company may contribute to bona fide charitable and other funds. A prior permission of the Company in general meeting by way of ordinary resolution shall be required for if the aggregate of such contributions in a financial year exceeds 5 % (five percent) of its average net profits for the three immediately preceding financial years

#### **Absolute powers of Board in certain cases**

- 225.1. Without prejudice to the general powers conferred by Section 179(3) of the Act or Applicable Laws and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in these Articles or the Applicable Law, it is hereby declared that the Directors shall have the following powers; that is to say, power:
- 225.2. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- 225.3. To pay any interest lawfully payable under the provisions of Section 40 of the Act.
- 225.4. To act jointly and severally in all on any of the powers conferred on them.
- 225.5. To appoint and nominate any Person(s) to act as proxy for purpose of attending and/or voting on behalf of the Company at a meeting of any Company or association.
- 225.6. To comply with the provisions of Applicable Law which in their opinion shall, in the interest of the Company be necessary or expedient to comply with.
- 225.7. To make, vary and repeal bye-laws for regulation of business of the Company and duties of officers and servants.
- 225.8. Subject to Sections 179 and 188 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- 225.9. Subject to the provisions of the Act and Applicable Laws, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in Shares, bonds, Debentures, mortgages, or other securities of the Company, and such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon all or any part of the property of the Company and its uncalled Capital or not so charged;
- 225.10. To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the Company being or in such manner as they may think fit;
- 225.11. To accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed;



- 225.12. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of Debenture or Debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future).
- 225.13. To open and deal with current account, overdraft accounts with any bank/banks for carrying on any business of the Company.
- 225.14. To appoint any Person (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company, in which it is interested, or for any other purposes; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;
- 225.15. To institute, conduct, defend, compound, refer to arbitration or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company.
- 225.16. To refer any claims or demands or differences by or against the Company or to enter into any contract or agreement for reference to arbitration, and observe, enforce, perform, compound or challenge such awards and to take proceedings for redressal of the same.;
- 225.17. To act as trustees in composition of the Company's debtors and/or act on behalf of the Company in all matters relating to bankrupts and insolvents;
- 225.18. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- 225.19. Subject to the provisions of Sections 179 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;
- 225.20. To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- 225.21. To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- 225.22. Subject to provisions of Applicable Law, to give a Director or any officer or any other person whether employed or not by the Company, share or shares in the profits of the Company, commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;
- 225.23. To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions; funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit;

- 225.24. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;
- 225.25. Before recommending any Dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund, or Sinking fund, or any Special Fund to meet contingencies or to repay Debentures or Debenture stock, or for special dividends or for equalized dividends or for repairing, improving, extending and maintaining any of the property of the Company or for such other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the reserve into such special Funds as the Board may think fit, with full power to transfer the whole, or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division, of a Reserve Fund and with full power to employ the assets constituting all or any of the above Funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture stock, and without being bound to keep the same, separate from the other assets, and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
- 225.26. Subject to the provisions of the Act to appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may for time to time think fit, and to determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India, or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.
- 225.27. To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary or expedient to comply with;
- 225.28. Subject to applicable provisions of the Act and Applicable Law, to appoint purchasing and selling agents for purchase and sale of Company's requirement and products respectively.
- 225.29. From time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to the members of such local boards and to fix their remuneration.
- 225.30. Subject to Section 179 & 180 of the Act from time to time and at any time, delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys, and to authorize the Members 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 any such appointment or delegation may be made on such terms and 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.
- 225.31. At any time and from time to time by power of attorney under the Seal, if any, of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Presents and excluding the powers to make calls and excluding also, except in their limits authorized by the Board, the power to make loans and borrow money') and for such period and subject to such conditions as the Board

may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favor of the members or any of the Members of any Local Board, established as aforesaid or in favor of any Company, or the Shareholders, Directors, nominees or managers of any Company or firm or otherwise in favor of any fluctuating body of persons whether nominated directly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;

- 225.32. Subject to Sections 184 and 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, agreements and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- 225.33. Subject to the provisions of the Act, the Board may pay such remuneration to Chairperson / Vice Chairperson of the Board upon such conditions as they may think fit.
- 225.34. To take insurance of any or all properties of the Company and any or all the employees and their dependants against any or all risks.
- 225.35. To take insurance on behalf of its managing Director, whole-time Director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary or any officer or employee of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

## **MANAGING DIRECTOR**

### **Board may appoint Managing Director(s)**

226. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director(s) of the Company for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.
227. Subject to the Article above, the powers conferred on the Managing Director shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Managing Director shall not exercise any powers under Section 179 of Act except such powers which can be delegated under the Act and specifically delegated by a resolution of the Board.

### **Restriction on Management**

228. The Board of Directors may, subject to Section 179 of the Act, entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

### **Remuneration to Managing Directors/ Whole time Directors**

229. A Managing or whole time Director may be paid such remuneration, whether by way of monthly payment, or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act, as the Board of Directors may determine.

## **POWER TO AUTHENTICATE DOCUMENTS**

230. Subject to the Applicable Law, any Director or the Company Secretary or any officer appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts thereof; and where any books, records documents or accounts are then, at the office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.
231. Document purporting to be a copy of resolution of the Board or an extract from the minutes of meeting of the Board which is certified as such in accordance with the provisions of the preceding Article shall be conclusive evidence in favor of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that extract is a true and accurate records of a duly constituted meeting of the Directors.

## **THE SEAL**

232. The Board may, in its absolute discretion, adopt a common seal for the Company.
233. The Board shall provide for the safe custody of the Seal, if adopted and shall have the power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India.
234. The Seal of the Company, if any, shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of such Directors or such other person as the Board may specify/appoint for the purpose; and the Director.

## **MANAGEMENT OUTSIDE INDIA AND OTHER MATTERS**

235. Subject to the provisions of the Act, the following shall have effect:
- 235.1. The Board may from time to time provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the four next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.
- 235.2. Subject to the provisions of the Act, the Board may at any time establish any local Directorate for managing any of the Delegation. affairs of the Company outside India, and may appoint any person to be member of any such local Directorate or any manager or agents and may fix their remuneration and, save as provided in the Act, the Board may at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed and annual or vary any such delegations.
- 235.3. The Board may, at any time and from time to time by power of attorney under Seal, if any, appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those which may be delegated by the Board under the Act and for such period and subject to such conditions as the Board may, from time to time, thinks fit, and such appointments may, if the Board thinks fit, be made in favor of the members or any of members of any local Directorate established as aforesaid, or in favor of the Company or of the members, Directors, nominees or officers of the Company or firm or In favor of any fluctuating body of persons whether nominated directly or indirectly by the Board, and any such Power of Attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board thinks fit.
- 235.4. Any such delegate or Attorney as aforesaid may be authorized by the Board to sub-delegate all or any of the

powers, authorities and discretions for the time being vested in them.

- 235.5. The Company may exercise the power conferred by the Act with regard to having an Official seat for use abroad, and such powers shall be vested in the Board, and the Company may cause to be kept in any state or country outside India, as may be permitted by the Act, a Foreign Register of Member or Debenture holders residents in any such state or country and the Board may, from time to time make such regulations not being inconsistent with the provisions of the Act, and the Board may, from time to time make such provisions as it may think fit relating thereto and may comply with the requirements of the local law and shall In any case comply with the provisions of the Act.

## **DIVIDENDS AND RESERVE**

### **Division of profits**

236. The profits of the Company, subject to any special rights as to dividends or authorized to be created by these Articles, and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of Capital paid-up on the Shares held by them respectively.

### **The Company in general meeting may declare a Dividend**

237. The Company in general meeting may declare dividends to be paid to members according to their respective rights, but no Dividend shall exceed the amount recommended by the Board; the Company in general meeting may, however declare a smaller Dividend. No Dividend shall bear interest against the Company.

### **Dividend only to be paid out of profits**

238. Subject to the provisions of the Act, the Dividend can be declared and paid only out of:

- 238.1. Profits of the financial year, after providing depreciation;  
238.2. Accumulated profits of the earlier years, after providing for depreciation;  
238.3. Out of monies provided by Central or State Government for payment of Dividend in pursuance of a guarantee given by the Government.

239. If the Company has incurred any loss in any previous financial year or years, the amount of the loss or any amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of the Act, or against both.

### **Transfer to reserve**

240. The Board may, before recommending any Dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
241. Such reserve, being free reserve, may also be used to declare dividends in the event the Company has inadequate or absence of profits in any financial year, in accordance to Section 123 of the Act and Applicable Law made in that behalf. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

### **Interim Dividend**

242. Subject to the provisions of Section 123 of the Act and Applicable Law, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

**Calls in advance not to carry rights to participate in profits**

243. Where Capital is paid in advance of calls such Capital may carry interest but shall not in respect thereof confer a right to Dividend or participate in profits.

**Payment of pro rata Dividend**

244. 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.

**Deduction of money owed to the Company**

245. 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.

**Rights to Dividend where shares transferred**

246. A transfer of Share shall not pass the right to any Dividend declared thereon before the registration of the transfer.

**Dividend to be kept in abeyance**

247. The Board may retain the dividends payable in relation to such Shares in respect of which any person is entitled to become a Member by virtue of transmission or transfer of Shares and in accordance sub-Section (5) of Section 123 of the Act or Applicable Law. The Board may also retain dividends on which Company has lien and may apply the same towards satisfaction of debts, liabilities or engagements in respect of which lien exists.

**Notice of Dividend**

248. Notice of any Dividend that may have been declared shall be given to the persons entitled to Share therein in the manner mentioned in the Act.

**Manner of paying Dividend**

249. Subject to the Applicable Law, any Dividend, interest or other monies payable in cash in respect of shares may be paid by any electronic mode to the shareholder entitled to the payment of the Dividend, or by way of 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.

250. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or Warrant or pay-slip or receipt lost in transmission, or for any Dividend lost to the member of person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or receipt or the fraudulent recovery of the Dividend by any other means.

**Receipts for Dividends**

251. 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.

#### **Non-forfeiture of unclaimed Dividend**

252. No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid dividends.

### **ACCOUNTS**

#### **Directors to keep true accounts**

253. The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of account and other relevant books and papers and financial statement for every financial year in accordance with Section 128 of the Act.

254. Where the Board decides to keep all or any of the Books of Account at any place in India other than the registered office of the Company the Company shall within seven days of the decision file with the Registrar a notice in writing giving, the full address of that other place.

255. The Company shall preserve in good order the books of account relating to the period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.

256. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the preceding Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than three months are sent by the branch office to the Company at its registered office or at any other place in India, at which the Company's Books of Account are kept as aforesaid.

257. The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its 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. The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.

#### **Preparation of revised financial statements or Boards' Report**

258. Subject to the provisions of Section 131 of the Act and the Applicable Law made thereunder, the Board may require the preparation of revised financial statement of the Company or a revised Boards' Report in respect of any of the three preceding financial years, if it appears to them that (a) the financial statement of the Company or (b) the report of the Board do not comply with the provisions of Section 129 or Section 134 of the Act.

#### **Places of keeping accounts**

259. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

260. 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 authorized by the Board or by the Company in general meeting.

### **AUDIT**

### **Auditors to be appointed**

261. Statutory Auditors and Cost Auditors, if any, shall be appointed and their rights and duties regulated in accordance with Sections 139 to 148 of the Act and Applicable Laws. Where applicable, a Secretarial Auditor shall be appointed by the Board and their rights and duties regulated in accordance with Sections 204 of the Act and Applicable Laws.
262. Subject to the provisions of Section 139 of the Act and Applicable Laws made thereunder, the Statutory Auditors of the Company shall be appointed for a period of five consecutive years, subject to ratification by members at every annual general meeting. Provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons as may be recommended by the Board, in accordance with Section 140 of the Act or Applicable Laws.

### **Remuneration of Auditors**

263. The remuneration of the Auditors shall be fixed by the Company in Annual general meeting or in such manner as the Company in general meeting may determine.

## **DOCUMENTS AND NOTICES**

### **Service of documents and notice**

264. A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and Applicable Law made thereunder.
265. Where a document or notice is sent by post, services of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of the doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

### **Notice to whom served in case of joint shareholders**

266. A document or notice may be served or given by the Company on or given to the joint-holders of a Share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.

### **Notice to be served to representative**

267. A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

### **Service of notice of General Meetings**



268. Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to
- (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member,
  - (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company.

#### **Members bound by notice**

269. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such shares, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.

#### **Documents or notice to be signed**

270. Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorized by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed.

#### **WINDING UP**

271. Subject to the provisions of the Act and Applicable Law:

- 271.1. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, but subject to the rights attached to any preference Share Capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit.
- 271.2. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- 271.3. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **BONAFIDE EXERCISE OF MEMBERSHIP RIGHTS**

272. Every Member and other Security holder will use rights of such Member/ Security holder as conferred by Applicable Law or these Articles bonafide, in best interest of the Company or for protection of any of the proprietary interest of such Member/security holder, and not for extraneous, vexatious or frivolous purposes. The Board shall have the right to take appropriate measures, and in case of persistent abuse of powers, expulsion of such Member or other Security holder, in case any Member/Security holder abusively makes use of any powers for extraneous, vexatious or frivolous purposes

#### **INDEMNITY**

273. For the purpose of this Article, the following expressions shall have the meanings respectively assigned below:

273.1. **“Claims”** means all claims for fine, penalty, amount paid in a proceeding for compounding or immunity proceeding, actions, prosecutions, and proceedings, whether civil, criminal or regulatory;

273.2. **“Indemnified Person”** shall mean any Director, officer or employee of the Company, as determined by the Board, who in bonafide pursuit of duties or functions or of honest and reasonable discharge any functions as a Director, officer or employees, has or suffers any Claims or Losses, or against whom any Claims or Losses are

claimed or threatened;

273.3. **“Losses”** means any losses, damages, cost and expense, penalties, liabilities, compensation or other awards, or any settlement thereof, or the monetary equivalent of a non-monetary suffering, arising in connection with any Claim;

### **Indemnification**

274. Where Board determines that any Director, officer or employee of the Company should be an Indemnified Person herein, the Company shall, to the fullest extent and without prejudice to any other indemnity to which the Indemnified Person may otherwise be entitled, protect, indemnify and hold the Indemnified Person harmless in respect of all Claims and Losses, arising out of, or in connection with, the actual or purported exercise of, or failure to exercise, any of the Indemnified Person’s powers, duties or responsibilities as a Director or officer of the Company or of any of its subsidiaries, together with all reasonable costs and expenses (including legal and professional fees).
275. The Company shall further indemnify the Indemnified Person and hold him harmless on an ‘as incurred’ basis against all legal and other costs, charges and expenses reasonably incurred in defending Claims including, without limitation, Claims brought by, or at the request of, the Company and any investigation into the affairs of the Company by any judicial, governmental, regulatory or other body.
276. The indemnity herein shall be deemed not to provide for, or entitle the Indemnified Person to, any indemnification against:
- 276.1. Any liability incurred by the Indemnified Person to the Company due to breach of trust, breach of any statutory or contractual duty, fraud or personal offence of the Indemnified Person;
- 276.2. Any liability arising due to any benefit wrongfully availed by the Indemnified Person;
- 276.3. Any liability on account of any wrongful information or misrepresentation done by the Indemnified Person
277. The Indemnified Person shall continue to be indemnified under the terms of the indemnities in this Deed notwithstanding that he may have ceased to be a Director or officer of the Company or of any of its subsidiaries.

### **SECRECY**

278. Every manager, Auditor, 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 Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto 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 Directors or by any general meeting or by the law of the country and except so far as maybe necessary in order to comply with any of the provisions in these Presents and the provisions of the Act.
279. Subject to the provisions of these Articles and the Act, no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or to examine the Company’s premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be expedient in the interest of the Company to communicate.

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts, not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus, which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Draft Red Herring Prospectus with RoC to Offer Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

#### Material Contracts:

- 1) Offer Agreement dated October 31, 2023 between our Company, Promoter Selling Shareholders and BRLM.
- 2) Registrar Agreement dated October 31, 2023 between our Company and the Registrar to the Offer.
- 3) Cash escrow and sponsor bank agreement dated [●] amongst our Company, Promoter Selling Shareholders the Registrar to the Offer, the BRLM, Syndicate Member.
- 4) Share escrow agreement dated [●] entered into amongst our Company, Promoter Selling Shareholders and a share escrow agent.
- 5) Syndicate agreement dated [●] entered into amongst our Company, Promoter Selling Shareholders, BRLM, the Syndicate Member and a share escrow agent.
- 6) Underwriting Agreement dated [●] between our Company, Promoter Selling Shareholders, the BRLM and Underwriter(s).
- 7) Market Making Agreement dated [●] between our Company, Promoter Selling Shareholders, BRLM and Market Maker.

#### Material Documents

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Certificate of incorporation dated August 19, 2011 and conversion into public limited company dated September 19, 2022;
- 3) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Offer, at their meetings held on September 01, 2023 and September 09, 2023 respectively;
- 4) Resolution of the Board of Directors of our Company dated November 03, 2023 approving the Draft Red Herring Prospectus.
- 5) Copies of annual reports of our Company for the preceding three Fiscals;
- 6) Special resolution passed by the shareholders of our Company approving appointment of Rahul Bhanushali as Managing Director, at their meetings held on December 07, 2022.
- 7) Consent dated October 31, 2023, from the Statutory Auditor and Peer Review Auditor, Mathia & Co.,

Chartered Accountants, to include their name as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Statutory Auditors and Peer Review Auditors to include their name for the Restated Financial Statements and their examination report and Statement of Possible Special tax benefits included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

- 8) Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Executive Officer, Chief Financial Officer, Banker to the Company, Banker to the Offer, Legal Advisor to the Offer, Book Running Lead Manager, Registrar to the Offer to act in their respective capacities;
- 9) Certificate of the Statutory and Peer Review Auditor, Mathia & Co., Chartered Accountants dated October 31, 2023 verifying the key performance indicators (KPI)
- 10) Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated November 28, 2022.
- 11) Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated December 20, 2022.
- 12) Due Diligence Certificate from Book Running Lead Manager dated November 03, 2023 addressed to SEBI from the BRLM.
- 13) Copy of In- Principle Approval from NSE by way of letter dated [●], to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE MANAGING DIRECTOR**

**Sd/-**  
**Rahul Bhanushali**  
**Managing Director**

**Place:** Mumbai

**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE EXECUTIVE DIRECTOR**

**Sd/-**  
**Pankaj Bhanushali**  
**Executive Director**

**Place:** Mumbai  
**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE EXECUTIVE DIRECTOR**

**Sd/-**  
**Chandra Maurya**  
**Executive Director**

**Place:** Mumbai

**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE DIRECTOR**

**Sd/-**  
**Chirag Mewada**  
**Non- Executive Director**

**Place:** Mumbai  
**Date:** November 03, 2023



## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**  
**Nupur Chauhan**  
**Non- Executive Independent Director**

**Place:** Mumbai

**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**  
**Hirenkumar Shah**  
**Non- Executive Independent Director**

**Place:** Mumbai

**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**  
**Muktesh Narula**  
**Non- Executive Independent Director**

**Place:** Mumbai  
**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF EXECUTIVE OFFICER**

**Sd/-**  
**Rahul Bhanushali**  
**Chief Executive Officer**

**Place:** Mumbai  
**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF FINANCIAL OFFICER**

**Sd/-**  
**Gaurav Karmawat**  
**Chief Financial Officer**

**Place:** Mumbai  
**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Sd/-**  
**Archit Tundia**  
**Company Secretary and Compliance Officer**

**Place:** Mumbai

**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**FOR AND ON BEHALF OF SKY OCEAN INFRASTRUCTURE LIMITED (PROMOTER SELLING SHAREHOLDER)**

**Sd/-**

**Ravi Ruparelia**

**Non-Executive Director**

**Place:** Mumbai

**Date:** November 03, 2023

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY RAHUL BHANUSHALI (PROMOTER SELLING SHAREHOLDER)**

**Sd/-**  
**Rahul Bhanushali**  
**Promoter Selling Shareholder**

**Place:** Mumbai  
**Date:** November 03, 2023