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DRAFT RED HERRING PROSPECTUS

Dated: October 25, 2023

(Please read section 26 and 32 of the Companies Act, 2013)

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Built Offer



**OPALFORCE SOFTWARE INDIA LIMITED**

Corporate Identification Number: U72900PN2009FLC134715

REGISTERED OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
3 <sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11 Pimple Saudagar, Pune- 411 027, Maharashtra, India.	Binny Porwal, Company Secretary & Compliance Officer	<b>Telephone:</b> +91 920 940 1976; <b>E-mail:</b> info@opalforce.com	www.opalforce.com

**PROMOTERS OF OUR COMPANY: OPALFORCE INC, ADITYA SITARAM JOSHI AND PRIYANKA M JOSHI**

**DETAILS OF THE OFFER**

TYPE	FRESH OFFER SIZE	OFS SIZE (BY NO. OF SHARES )	TOTAL OFFER SIZE	ELIGIBILITY
Fresh Issue	33,50,000 Equity Shares aggregating to ₹ [•] Lakhs	16,50,000 Equity Shares aggregating to ₹ [•] Lakhs	50,00,000 Equity Shares aggregating to ₹ [•] Lakhs	This Offer is being made in terms of Regulation 229 (1) and 253(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION**

NAME	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT IN ₹	WACA IN ₹ PER EQUITY SHARE*
Opalforce Inc	Promoter Selling Shareholder	16,50,000 Equity Shares	0.01

\*As certified by the Statutory Auditor pursuant to a certificate dated October 20, 2023.

**RISK IN RELATION TO THE FIRST OFFER**

This being the first public offer of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 2/-. The Floor Price, Cap Price and Offer Price as determined by our Company and the Selling Shareholder, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, as stated under “Basis for Offer Price” on page 85 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after Listing.

**GENERAL 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 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 of the section titled “Risk Factors” beginning on Page No. 28 of this Draft Red Herring Prospectus.

**ISSUER’S AND SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholder accepts responsibility for statements and undertakings expressly made by the Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and the Equity Shares being offered by it in the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholder does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company in this Draft Red Herring Prospectus.

**LISTING**

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE”) 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 this offer document for listing our shares on the EMERGE Platform of the NSE. For the purpose of this Offer, the Designated Stock Exchange will be National Stock Exchange of India Limited (“NSE”).

**BOOK RUNNING LEAD MANAGER**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
	Mr. Rinav Manseta / Mr. Abhishek Joshi	<b>Telephone:</b> +91 224 076 7373 <b>Fax:</b> +91 224 076 7377 / 78

<b>KHANDWALA SECURITIES LIMITED</b>		<b>E-mail:</b> ipo@kslindia.com, rinav@kslindia.com
<b>REGISTRAR TO THE OFFER</b>		
<b>NAME AND LOGO</b>	<b>CONTACT PERSON</b>	<b>EMAIL &amp; TELEPHONE</b>
 <b>BIGSHARE SERVICES PRIVATE LIMITED</b>	Mr. Vinayak Morbale	<b>Tel:</b> +91 22 6263 8200 <b>Fax:</b> +91 22 6263 8299 <b>Email:</b> ipo@bigshareonline.com
<b>BID/ OFFER PERIOD</b>		
<b>ANCHOR PORTION OFFER OPENS/CLOSES ON: [●]*</b>	<b>BID/OFFER OPENS ON: [●]*</b>	<b>BID/OFFER CLOSES ON: [●]**</b>

*\*The Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*\*\*Our Company and the Selling Shareholder may in consultation with the BRLM, 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*



## OPALFORCE SOFTWARE INDIA LIMITED

Our Company was incorporated on September 24, 2009 as 'Opalforce Software India Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 24, 2009 issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on August 16, 2023 and consequently the name of our Company was changed to 'Opalforce Software India Limited' and a fresh certificate of incorporation dated September 6, 2023 was issued by the Registrar of Companies, Maharashtra at Pune. For further details please refer to chapter titled "History and Corporate Structure" beginning on Page No. 130 of this Draft Red Herring Prospectus.

Registered Office: 3<sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11, Pimple Saudagar, Pune- 411 027, Maharashtra, India.

Telephone: +91 920 940 1976; E-mail: info@opalforce.com; Website: www.opalforce.com;

Contact Person: Binny Porwal, Company Secretary & Compliance Officer;

Corporate Identity Number: U72900PN2009FLC134715

## PROMOTERS OF OUR COMPANY: OPALFORCE INC, ADITYA SITARAM JOSHI AND PRIYANKA M JOSHI

## DETAILS OF THE OFFER

INITIAL PUBLIC OFFER OF 50,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH ("EQUITY SHARES") OF OPALFORCE SOFTWARE INDIA LIMITED (THE "COMPANY" OR "ISSUER") AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LACS ("PUBLIC OFFER") COMPRISING A FRESH ISSUE OF 33,50,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 16,50,000 EQUITY SHARES BY OPALFORCE INC ("THE SELLING SHAREHOLDER") ("OFFER FOR SALE") AGGREGATING TO ₹ [●] LAKH, OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LACS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND REGIONAL EDITION OF [●], A MARATHI REGIONAL 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 NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total 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 Exchanges by issuing a press release and also by indicating the change on the website of our Company, BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and 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 (1) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than [●]% 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 and the Selling Shareholder may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% 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 [●]% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than [●]% 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 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 235 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Offer through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page 235 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

## ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Offer Procedure" beginning on Page No. 235 of this Draft Red Herring Prospectus.

## RISK IN RELATION TO THE FIRST OFFER

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is Rs. 2/-. The Offer price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer 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 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 issued 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 of the section titled "Risk Factors" beginning on Page No. 28 of this Draft Red Herring Prospectus.

## ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholder accepts responsibility for statements and undertakings expressly made by the Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and the Equity Shares being offered by it in the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholder does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company in this Draft Red Herring Prospectus.

## LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE") 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 this offer document for listing our shares on the EMERGE Platform of the NSE. For the purpose of this Offer, the Designated Stock Exchange will be NSE.



**Khandwala Securities Limited**  
Vikas Building, Ground Floor, Green Street, Fort,  
Mumbai - 400 023, Maharashtra, India.  
Tel.: 022 - 4076 7373;  
Fax: 022 - 4076 7377 / 78;  
Email: ipo@kslindia.com, rinav@kslindia.com;  
Website: www.kslindia.com;  
Contact Person: Mr. Rinav Manseta / Mr. Abhishek Joshi  
SEBI Registration Number: INM000001899

## REGISTRAR TO THE OFFER



**BIGSHARE SERVICES PRIVATE LIMITED**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai - 400093, Maharashtra, India.  
Tel: +91 22 6263 8200  
Fax: +91 22 6263 8299  
Email: ipo@bigshareonline.com  
Website: www.bigshareonline.com  
Investor Grievance Email: investor@bigshareonline.com  
Contact Person: Mr. Vinayak Morbale  
SEBI Registration Number: INR000001385

## OFFER PROGRAMME

ANCHOR PORTION OFFER OPENS/CLOSES ON: [●] BID/OFFER OPENS ON: [●] BID/OFFER CLOSES ON: [●]

\*The Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

\*\*Our Company and the Selling Shareholder may in consultation with the BRLMs, 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.

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.*



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**SECTION I – GENERAL**  
**DEFINITIONS AND ABBREVIATIONS**

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the same meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

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

*Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information” and “Main Provisions of the Articles of Association” on page 91, 158 and 265 respectively, shall have the meaning ascribed to such terms in such sections.*

**GENERAL AND COMPANY RELATED TERMS**

<b>Term</b>	<b>Description</b>
“Company”, “our Company”, “the Company” or “the Issuer”	Opalforce Software India Limited, a company incorporated under the Companies Act, 1956, having its registered office at 3 <sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11, Pimple Saudagar, Pune– 411 027, Maharashtra, India.
Our Promoters	Opalforce Inc, Aditya Sitaram Joshi and Priyanka M Joshi
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoter and Promoter’s Group” on page 150 of this Draft Red Herring Prospectus.

**Company and Selling Shareholder Related Terms**

<b>Term</b>	<b>Description</b>
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page 134 of this Draft Red Herring Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, M/s. Katariya & Munot, Chartered Accountants.  For details refer section titled “General Information” on page 58 of this Draft Red Herring Prospectus.
Bankers to the Company	The Federal Bank Limited
Board of Directors / Board/BOD	The Board of Directors of Opalforce Software India Limited unless otherwise specified.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U72900PN2009FLC134715
CMD	Chairman and Managing Director
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Navrang Rai Sharma
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Binny Porwal
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 2/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Group Companies	Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy, as described in the section titled “Our Group Companies” on page 155 of this Draft Red Herring Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Term</b>	<b>Description</b>
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0QXO01027
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “ <i>Our Management</i> ” on page 134 of this Draft Red Herring Prospectus.
LLP	LLP incorporated under the Limited Liability Partnership Act, 2008.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 4, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
MD & CEO	The Managing Director and Chief Executive Officer of our Company
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 134 of this Draft Red Herring Prospectus.
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 and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	3 <sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11, Pimple Saudagar, Pune– 411 027, Maharashtra, India.
Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the three months period ended June 30, 2023 and for the year ended on March 31, 2023, 2022, 2021 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Maharashtra at Pune having its office at PCNTDA Green Building, BLOCK A, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor, Near Akurdi Railway Station, Akurdi, Pune – 411 044, Maharashtra, India.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 134 of this Draft Red Herring Prospectus.
Selling Shareholder	Shall mean Selling Shareholder of our Company <i>i.e.</i> , Opalforce Inc For further details, please refer to section titled “ <i>Our Promoters &amp; Promoter Group</i> ” beginning on page 150 of this Draft Red Herring Prospectus.

## OFFER RELATED TERMS

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment	Offer of the Equity Shares pursuant to the Offer to the successful applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
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	Rs. [●]/- per equity share <i>i.e.</i> the price at which Equity Shares were made available for allocation to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Offer Period.

<b>Terms</b>	<b>Description</b>
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Offer Period	[●], being one working day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors was submitted and allocation to the Anchor Investors was completed.
Anchor Investor Offer Price	Rs. [●]/- per equity share being the final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Portion	Up to 60% of the QIB Portion consisting of [●] Equity Shares which were allocated by our Company and the Selling Shareholder, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	A Bid made by ASBA Bidder
Banker to the Offer Agreement	Agreement dated [●] entered into amongst the Company, the Selling Shareholder, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Offer.
Bankers to the Offer and Refund Banker	[●]
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Offer and which is described in paragraph titled “ <i>Basis of allotment</i> ” under chapter titled “ <i>Offer Procedure</i> ” starting from page no. 235 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 to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Period	<p>The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company and the Selling Shareholder in consultation with the Book Running Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholder in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days.</p>

<b>Terms</b>	<b>Description</b>
Bid/Offer Closing Date	Except in relation to Anchor Investors The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi nationaldaily newspaper), Marathi editions of [●] (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Maharashtra, where our Registered Office is located). Our Company and the Selling Shareholder in consultation with the BRLM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordancewith the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the SponsorBank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to Anchor Investors The date on which the Designated Intermediaries shall start accepting Bids, being [●],which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi nationaldaily newspaper) and Marathi editions of [●] (a widely circulated Regional language daily newspaper) (Marathi being the regional language of Maharashtra, where our Registered Office is located).
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer, in this case being Khandwala Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price will not be finalized and above which no Bids will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collecting Registrar and Share Transfer Agent	Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA 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.
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	Offer Price that is Rs. [●] per Equity Share finalized by our Company and the Selling Shareholder in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.

<b>Terms</b>	<b>Description</b>
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Intermediaries/ Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Offer.
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum 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 Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites 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 Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”)
DP ID	Depository Participant’s Identity Number
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated October 25, 2023 issued in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Offer and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Emerge Platform of National Stock Exchange of India Limited	The EmERGE Platform of National Stock Exchange of India Limited for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as a National Stock Exchange of India Limited EmERGE on October 14, 2011.
Escrow Account	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.

Terms	Description
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fresh Issue	The Fresh Issue of 33,50,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, Notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
Gross Proceeds	The Offer Proceeds, less the amount to be raised with respect to the Offer for Sale
IPO/ Offer/ Offer Size/ Public Offer	Initial Public Offering
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Lot Size	[●] Equity Shares
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE (SME platform). In our case, [●] is the Market Marker
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Selling Shareholder, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of Rs. 2 each at an Offer price of Rs. [●] each is aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this Offer.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the Net QIB Portion, (other than anchor allocation), which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹2/- each at a price of ₹ [●] per Equity Share (the “Offer Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Net Proceeds	The Gross Proceeds less our Company’s share of the Offer-related expenses applicable to the Fresh Issue. For details about use of the Net Proceeds and the Offer related expenses, see “Objects of the Offer” on page 78.
Non-Institutional Applicant / Investors	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than [●]% of the Offer, consisting of [●] Equity Shares, which were made available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price.
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Other Investors	Investors other than Retail Individual Investors. These include individual Bidders other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.



<b>Terms</b>	<b>Description</b>
Offer Agreement	The agreement dated October 20, 2023, between our Company, Selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Offer for Sale	Sale by Selling Shareholder of 16,50,000 Equity Shares of face value of ₹.2/- each fully paid of our Company for cash at a price of ₹. [●] per Equity Share (including a premium of ₹. [●] per Equity Share) aggregating ₹. [●] Lakhs
Offer Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●]/- per Equity Share).
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 78.
Offer/ Offer Size/ Initial Public Offer/ Initial Public Offering/ IPO	The Initial Public Offer of 50,00,000 Equity shares of Rs. 2/- each at Offer price of Rs. [●]/- per Equity share, including a premium of Rs. [●]/- per equity share aggregating to Rs. [●] lakhs comprising a Fresh Issue of 33,50,000 Equity Shares and the Offer for Sale of 16,50,000 Equity Shares by Selling Shareholder.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. The Price Band will be decided by our Company and the Selling Shareholder in consultation with the BRLM and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), Marathi editions of [●] (a widely circulated Regional language 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.
Pricing Date	The date on which our Company and the Selling Shareholder, in consultation with the Managers, will finalize the Offer Price.
Prospectus	This Prospectus to be filed with the RoC in accordance with the provisions of Sections 26 & 32 of the Companies Act, 2013, containing, inter alia, the Offer Price, size of the Offer and certain other information.
Public Offer Account Agreement	Agreement to be entered into by our Company, Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager, and the Public Offer Bank/Banker to the Offer for collection of the Application Amounts.
Public Offer Account	Account to be opened with the Banker to the Offer to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Category/ QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than [●]% of the Net Offer, consisting of [●] Equity Shares which were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company and the Selling Shareholder in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.
Refund Bank(s) /Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refund Account	The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.

<b>Terms</b>	<b>Description</b>
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either BSE or National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchanges ,through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com/membership/content/cat_of_mem.htm">http://www.nseindia.com/membership/content/cat_of_mem.htm</a>
Registrar / Registrar to the Offer	Registrar to the Offer being Bigshare Services Private Limited.
Registrar Agreement	Agreement dated October 20, 2023 executed between the Company, Selling Shareholders and the Registrar.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reservation Portion	The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹. 2,00,000.
Retail Portions	Portion of the Offer being not less than [●]% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Selling Shareholder	Opalforce Inc
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement dated [●], entered into between our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the Selling Shareholder, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Offer.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.

<b>Terms</b>	<b>Description</b>
Underwriter	The BRLM who has underwritten this Offer pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter, our Company and Selling Shareholder dated [●]
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Bidders	<p>Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of more than ₹ 0.2 million and up to ₹ 0.5 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.5 million 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 and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).</p>
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	<p>A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder using the UPI Mechanism initiated by the Sponsor Bank to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment</p> <p>In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40</a>) and (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=43</a>) respectively, as updated from time to time</p>
UPI Mechanism	The mechanism that may be used by a UPI Bidder to make a Bid in the Issue in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

<b>Terms</b>	<b>Description</b>
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city where the registered office of our Company is situated as specified in the Draft RedHerring Prospectus are open for business :- 1. However, in respect of announcement of price band and Offer Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city where the registered office of our Company is situated as notified in this Draft RedHerring Prospectus are open for business. 2. In respect to the time period between the Offer Closing Date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

#### CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

<b>Term</b>	<b>Description</b>
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EMERGE	The SME platform of National Stock Exchange of India Limited
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended

<b>Term</b>	<b>Description</b>
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
IMPS	Immediate Payment Service
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
KYC	Know your customer
LIC	Low-Income Country
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non Residents	Non Resident
NPCI	National Payments Corporation of India
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement

<b>Term</b>	<b>Description</b>
SAT	Securities Appellate Tribunal
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The 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 Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Merchant Bankers Regulation	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the National Stock Exchange of India Limited
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TAN	Tax deduction account number
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Holder	A beneficial owner of Equity Shares that is for United States federal income tax purposes: (a) an individual who is a citizen or resident of the United States; (b) a corporation organized under the laws of the United States, any state thereof or the District of Columbia; (c) an estate whose income is subject to United States federal income taxation regardless of its source; or (d) a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions of the trust, or (2) has a valid election in effect under the applicable U.S. Treasury regulations to be treated as a U.S. person
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
VAT	Value Added Tax
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending

<b>Term</b>	<b>Description</b>
	December 31

**Industry Related Terms**

<b>Term</b>	<b>Description</b>
Covid-19	Coronavirus Disease
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
IMF	International Monetary Fund
U.S.	United States of America
US\$	United States Dollar

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Industry Overview*”, “*Key Industrial Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Offer Procedure*” on pages 265, 91, 94, 123, 158, 205 and 235 respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.



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

### **Certain Conventions**

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

### **Financial Data**

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on Page No. 158 of this Draft Red Herring Prospectus.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Statements of our Company for the three months period ended June 30, 2023 and for the Financial Years ended March 2023, 2022 and 2021 which comprise restated summary statement of assets and liabilities, the restated summary statement of profit and loss, the restated summary statement of cash flow and restated summary statement of changes in equity together with the annexures and notes thereto and the examination report thereon, as compiled from the Indian Accounting Standard (Ind AS) financial statements for respective period/year and in accordance with the requirements provided under the provisions of the Companies Act, SEBI ICDR Regulations and the Guidance Note on “*Reports in Company Prospectuses (Revised 2019)*” issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on Page Nos. 28, 105 and 198 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with Ind AS, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on Page Nos. 28, 94 and 105 respectively, this Draft Red Herring Prospectus.

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

All references to:

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

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

### **Exchange rates**

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

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

Currency	As on June 30, 2023 (₹)	As on March 31, 2023 (₹)	As on March 31, 2022 (₹)	As on March 31, 2021 (₹)
1 USD	82.04	82.63	75.81	73.50

(Source: RBI reference rate)

(Source: [www.rbi.org.in](http://www.rbi.org.in) and [www.fbil.org.in](http://www.fbil.org.in))

### Industry and Market Data

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

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, "Basis for Offer Price" on Page No. 85 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" on Page No. 28 of this Draft Red Herring Prospectus.

## FORWARD - LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

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

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

1. Our commercial success is largely dependent upon our ability to successfully anticipate market needs and utilize and manage our research and development resources to upgrade and enhance existing solutions and develop and introduce new solutions that meet the end users’ needs on a timely basis. Any failure to do so, might impact our ability to compete effectively and could make our services obsolete, thereby adversely affecting our revenue, reputation, financial conditions, results of operations and cash flows.
2. As part of our growth strategy, we intend to expand our business operations to geographical areas in which we have limited operation history. We cannot assure you that our expansion plans will be profitable or that such expansion will not adversely affect our business, results of operations and financial condition.
3. Majority of our revenues will be dependent on one customer and a loss of such customer could adversely affect our business, financial condition and results of operations.
4. Our Company has ventured into offering technology and design solutions in the semiconductors industry recently, and therefore has a very limited operating history of our operations with respect to the same, which will make it difficult for the investors to evaluate our historical performance or future prospects.
5. If we fail to keep our technical knowledge confidential, it may erode our competitive advantage and have a material adverse effect on our business, financial condition, results of operations and cash flows.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on Page Nos. 28, 105 and 198, respectively, of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoters, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Offer.



## SECTION II - OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections entitled “Risk Factors”, “Industry Overview”, “Outstanding Litigation and Material Developments”, “Our Promoter and Promoter Group”, “Financial Information”, “Objects of the Offer”, “Our Business”, “Offer Procedure” and “Description of Equity Shares and Terms of Articles of Association” beginning on Page Nos. 28, 94, 205, 150, 158, 78, 105, 235 and 265 respectively of this Draft Red Herring Prospectus.

### 1. Summary of Industry in which the Company is operating

Within the realm of consulting services, which encompasses a wide spectrum of IT-related expertise, professional business computer consultation, and advisory services are a subset. This domain can be segmented into four distinct tiers: professional services firms, staffing agencies, self-employed freelancers, and specialists in data security. These IT consulting services offer enterprises a valuable resource, leveraging their wealth of knowledge, hands-on experience, and insights into the market. By engaging with IT consulting services, businesses stand to gain multifaceted advantages. These services empower enterprises to enhance their approach to various aspects such as software security, personnel management, and operational processes. The assistance provided by IT consulting services extends to guiding businesses in designing, strategizing, fine-tuning, and effectively implementing security measures. In essence, these services contribute to the creation of a robust framework encompassing software, human resources, and operational protocols.

For further details, please refer to the chapter titled “Industry Overview” beginning on Page No. 94 of this Draft Red Herring Prospectus.

### 2. Summary of Business

Our Company is engaged in providing technology and design solutions in the semiconductors industry. We offer a bouquet of services, ranging from *inter alia*, (i) design services to reputed semiconductor and technology companies; (ii) embedded systems and IoT Solutions for connected products; (iii) quality testing solutions to identify defects in semiconductor designs, improve functionality, and enhance the overall user experience of client’s applications. Our Company has experience in serving reputed semiconductor and technology companies and has requisite expertise and understanding of design and development of system and sub-systems.

For further details, please refer to chapter titled “Our Business” beginning on Page No. 105 of this Draft Red Herring Prospectus.

### 3. Promoters

Promoters of our Company are Opalforce Inc, Aditya Sitaram Joshi and Priyanka M Joshi. For further details please refer to the chapter titled “Our Promoters and Promoter Group” beginning on Page No. 150 of this Draft Red Herring Prospectus.

### 4. Details of the Offer

Initial Public offer of upto 50,00,000 Equity Shares of ₹ 2 each (“**Equity Shares**”) of our Company for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share (the “**Offer Price**”), aggregating to ₹ [●] lakhs (“the **Offer**”) comprising a Fresh Issue of 33,50,000 Equity Shares of ₹ 2 per Equity Share aggregating to ₹ [●] lakhs and offer for sale of 16,50,000 Equity Shares by Selling Shareholder of ₹ 2 per Equity Share aggregating to ₹ [●] lakhs, out of which upto [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Makers to the Offer (the “**Market Maker Reservation Portion**”). The Offer less Market Maker Reservation Portion i.e., Offer of upto [●] equity shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs is hereinafter referred to as the “**Net Offer**”. The Offer and the Net Offer will constitute [●]% and [●]%, respectively of the post Offer paid up equity share capital of the Company.

For further details please refer to the chapter titled “Terms of the Offer” beginning on page 225 of this Draft Red Herring Prospectus.

### 5. Details of the Selling Shareholder

The Selling Shareholder has consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholder	Type	Date of Authorization Letter	Date of Authorization Resolution	Equity Shares held as of date of the DRHP	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Opalforce Inc	Promoter	October 18, 2023	October 18, 2023	1,20,48,795	16,50,000	13.69

## 6. Objects of the Offer

The details of the proceeds of the Offer are set out in the following table:

(₹ in lakhs)	
Particulars	Amount
Gross Proceeds of the Offer	[●]
Less: Offer related expenses	[●]
<b>Net Proceeds of the Offer</b>	[●]

## 7. Utilization of Net Offer Proceeds

(₹ in lacs)

Sr. No.	Particulars	Estimated amount
1.	Funding of working capital requirements of our Company	Upto 1,800.00
2.	General corporate purposes*	[●]

\*The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Offer

For further details, please see chapter titled “*Objects of the Offer*” beginning on Page No. 78 of this Draft Red Herring Prospectus.

## 8. Aggregate Pre Offer Shareholding of Promoters and Promoter Group and Selling Shareholder

Following are the details of the pre-Offer shareholding of Promoters and Promoter Group:

Sr. No.	Name of the Shareholders	Pre-Offer	
		Number of Equity Shares	% of Pre-Offer Equity Share Capital
<i>Promoter and Selling Shareholder</i>			
1.	Opalforce Inc	1,20,48,795	87.00
<i>Promoter Group</i>			
2.	Sunila Narottam Joshi	5,00,000	3.61
3.	Sheela Sharma	4,87,500	3.52
<b>Total</b>		<b>1,30,36,295</b>	<b>94.13</b>

For further details, please refer to the chapter titled “*Capital Structure*” beginning on Page No. 68 of this Draft Red Herring Prospectus

## 9. Summary of Financial Information

Following are the details as per the Restated Financial Information as at June 30, 2023 and as at the Financial Years ended on March 31, 2023, 2022 and 2021:

(₹ in lacs)					
S. No.	Particulars	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
1.	Share Capital	350.00	5.00	5.00	5.00
2.	Net Worth	300.81	242.14	120.88	85.36
3.	Revenue from operations	458.53	1,401.18	471.41	2.16
4.	Profit after Tax	58.67	121.26	35.52	1.97
5.	Earnings per Share	2.43	5.03	1.47	0.08
6.	Net Asset Value per equity share	12.52	10.09	5.06	3.58
7.	Total borrowings	14.68	15.35	-	-

For further details, please refer to the section titled “*Financial Information*” beginning on Page No. 158 of this Draft Red Herring Prospectus.

## 10. Auditor qualifications which have not been given effect to in the Restated Financial Information

The Restated Financial Information do not contain any qualifications by the Statutory Auditors.

### Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company and our Promoters is provided below:

#### a) Litigations involving our Company

i) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved* (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

ii) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved* (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

**b) Litigations involving our Directors**

i) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved* (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

ii) Cases filed by our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

**c) Litigations involving our Promoters**

i) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

ii) Cases filed by our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

**d) Litigations involving our Group Companies**



i) Cases filed against our Group Companies:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

ii) Cases filed by our Group Companies:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

\*To the extent quantifiable

For further details, please refer to the chapter titled “Outstanding Litigations and Material Developments” beginning on Page No. 205 of this Draft Red Herring Prospectus.

### 11. Risk Factors

Please refer to the section titled “Risk Factors” beginning on Page No. 28 of this Draft Red Herring Prospectus.

### 12. Summary of Contingent Liabilities

There are no contingent liabilities as per the Restated Financial Information as at June 30, 2023 and as at the Financial Years ended on March 31, 2023, 2022 and 2021. For further details, please refer to the chapter titled “Restated Financial Statements” beginning on Page No. 158 of this Draft Red Herring Prospectus.

### 13. Summary of Related Party Transactions

Following are the details as per the Restated Financial Information as at June 30, 2023 and as at the Financial Years ended on March 31, 2023, 2022 and 2021:

Name	Nature of Transaction	For period ended 30th June 2023			FY 2022-23			FY 2021-22			FY 2020-21			
		Outstanding as on 31-06-2023	Debit ed	Credi ted	Outstan ding as on 31.03.23	Debit ed	Credi ted	Outstan ding as on 31.03.22	Debit ed	Credi ted	Outstand ing as on 31.03.21	Debit ed	Credi ted	Outstan ding as on 31.03.20
Bhavin Goda	Reimbursement of Expenses				-	6.96	6.96							
	Unsecured Loan	-	-	-	-	25.00	25.00	-	-	-	-	-	-	-
SA Tech Software India Private Limited	Loan & Advances	(83.40)	-	-	(83.40)	71.70	30.00	41.70	-	25.02	-	0.02	0.80	67.50
	Sales	0.00	-	20.05	(20.05)	47.68	27.63	-	-	-	-	-	-	-
S A Tech Inc	Sales	-	335.13	335.13	-	354.78	354.78	-	226.10	226.10	-	-	-	-

(₹ in lacs)

### 14. Financials Arrangements

There are no financing arrangements whereby the Promoters, members of the Promoter Group, the Directors of our Company and their relatives, have 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.

**15. Weighted Average Price of the Equity Shares acquired by our Promoters and Selling Shareholder in the last one year preceding the date of this Draft Red Herring Prospectus**

The details of the weighted average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of Promoters	No. of shares acquired in last one year from the date of this Draft Red Herring Prospectus	Weighted Average Price (in ₹)
<i>Promoter/ Selling Shareholder</i>		
Opalforce Inc	1,19,98,800	Nil

**16. Average Cost of Acquisition of Equity Shares for Promoters and Selling Shareholder**

The average cost of acquisition of Equity Shares for the Promoters is as follows:

Name of Promoter	No. of shares held	Average Cost of Acquisition (in ₹)
<i>Promoter /Selling Shareholder</i>		
Opalforce Inc	1,20,48,795	0.01

**17. Pre-IPO Placement**

Our Company does not contemplate any issuance or placement of Equity Shares in this Offer until the listing of the Equity Shares

**18. Issue of equity shares made in last one year for consideration other than cash**

Except as set out below we have not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
July 20, 2023	24,00,000	10	N.A.	Bonus issue in the ratio of 240:1 authorized by our Board, pursuant to a resolution passed at its meeting held on July 19, 2023 and by our shareholders pursuant to a resolution passed at the AGM held on July 20, 2023	Nil	Bonus issued out of Free Reserves

**19. Split or consolidation of Equity Shares in the last one year**

The Shareholders of our Company at an EGM held on September 29, 2023 approved sub-division of 40,00,000 equity shares having face value of Rs. 10/- each into 2,00,00,000 equity shares of Rs. 2/- in such a manner that 1 (One) equity share of Rs. 10/- shall constitute 5 (Five) equity shares of Rs. 2/- each. For further details please see “*Capital Structure*” on page 68.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

### SECTION 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 the Equity Shares.*

*We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. To obtain a more detailed understanding of our business and operations, please read this section in conjunction with the sections titled “Industry Overview”, “Our Business”, “Key Regulations and Policies” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 94, 105, 123 and 198, respectively, as well as other financial and statistical information contained in this Draft Red Herring Prospectus. Unless otherwise indicated or unless the context requires otherwise, our financial information used in this section are derived from our Restated Financial Statement.*

*To the extent the COVID-19 pandemic affects our business and results of operations, it may also have the effect of heightening many of the other risks described in this section. In making an investment decision, you must rely on your own examination of us and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.*

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see “Forward-Looking Statements” beginning on page 21.*

*Unless otherwise indicated, industry and market data used in this section has been derived from industry sources as well as Government Publications. Unless otherwise indicated, all financial, operational, industry and other related information derived from the industry sources as well as Government Publications and included herein with respect to any particular period, refers to such information for the relevant period.*

#### INTERNAL RISK FACTORS

- 1. Our commercial success is largely dependent upon our ability to successfully anticipate market needs and utilize and manage our research and development resources to upgrade and enhance existing solutions and develop and introduce new solutions that meet the end users’ needs on a timely basis. Any failure to do so, might impact our ability to compete effectively and could make our services obsolete, thereby adversely affecting our revenue, reputation, financial conditions, results of operations and cash flows.***

The semiconductor industry is characterized by rapid technological change, evolving industry standards, and changing regulations, as well as changing customer needs, requirements, and preferences. The success of our business is dependent, in part, on our ability to anticipate, adapt, and respond effectively to these changes on a timely and cost-effective basis. In addition, as our customers’ technologies and business plans grow more complex, we expect them to face new and increasing challenges. We are engaged in the business of providing technology and design solutions in the semiconductors industry to our customers operating in diversified industries and are dependent on our technical teams to continuously improve our services and develop services and solutions which make their usage easier as well as time and cost effective. We might have to invest a significant amount of our resources and funds in our technological activities to ensure that we continue to provide diverse digital services and provide solutions to our customers which effectively identify and respond to challenges without disrupting the performance of our customers’ IT systems or interrupting their business operations. As a result, we must continually modify and improve our offerings in response to changes in our customers’ IT infrastructures and operational needs or end-user preferences. The success of any enhancement to our existing offerings or the deployment of new offerings depends on several factors, including the timely completion and market acceptance of our offerings. Any enhancement to our existing offerings or new offerings that we develop and introduce involves significant commitment of time and resources and is subject to a number of risks and challenges including:

- ensuring the timely release of new offerings, features, and service enhancements;
- adapting to emerging and evolving industry standards, technological developments by our competitors and customers, and changing regulatory requirements;
- interoperating effectively with existing or newly-introduced technologies, systems, or applications of our existing and prospective customers;
- resolving defects, errors, or failures in our offering;
- extending the operation of our offerings and services to new and evolving operating systems, and hardware products, such as mobile and IoT devices; and
- managing new offerings, features, and service strategies for the markets in which we operate.

The development of improved solutions to new threats can be challenging and time-consuming. Investing in R&D, developing new solutions and enhancing existing solutions is an expensive and time consuming process, and there is no assurance that such activities will result in significant new marketable solutions or enhancements to our solutions, design improvements, cost savings, revenues or other expected benefits. If we spend significant time and effort on R&D and are unable to generate an adequate return on our investment, our business, results of operations and cash flows may be materially and adversely affected. If we fail or are perceived to fail to respond to the rapidly changing needs of our end-users by developing upgraded solutions and introducing them on a timely basis that effectively protect against new security threats, our competitive position, reputation and business prospects could be harmed. If we are not successful in managing these risks and challenges, or if our new offerings, service upgrades, and services are not competitive or do not achieve market acceptance, our business, financial condition, and results of operations could be adversely affected.

**2. *As part of our growth strategy, we intend to expand our business operations to geographical areas in which we have limited operation history. We cannot assure you that our expansion plans will be profitable or that such expansion will not adversely affect our business, results of operations and financial condition.***

As part of our growth strategy, we intend to expand our global footprint through our Promoter and Group Companies which have been set up in United States. Our limited operating history in international markets and evolving business could make it difficult to evaluate our future prospects and the risks and challenges we may encounter. These risks and challenges include our ability to:

- accurately forecast our revenue and plan our expenses;
- retain and expand relationships with local customers;
- successfully introduce new offerings and services in foreign jurisdictions;
- successfully compete with local competitors;
- adapt to advanced technologies used in international markets and by international competitors as well as anticipate and respond to macroeconomic and technological changes and changes in the markets in which we operate;
- maintain and enhance the value of our reputation and brand;
- maintain and expand our relationships with partners in foreign markets;
- successfully execute on our sales and marketing strategies globally;
- adapt to the ways consumers interact with technology in different markets;
- hire, integrate, and retain talented technology, sales, customer service, and other personnel; and
- effectively manage rapid growth in our personnel and operations.

If we fail to address the risks and difficulties that we face, including those associated with the challenges listed above, our business, financial condition, and results of operations could be adversely affected. Further, because we have a limited historical financial data with respect to our international operations and since, operate in a rapidly evolving market, any predictions about our future revenue and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more predictable market. If our assumptions regarding the risks and uncertainties, which we use to plan and operate our business in foreign markets, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition, and results of operations could be adversely affected.

**3. *Majority of our revenues will be dependent on one customer and a loss of such customer could adversely affect our business, financial condition and results of operations.***

For the three month period ended June 30, 2023 and for the Fiscal 2023, 71% and 25% of our revenues were derived from our Group Company, S A Technologies Inc. (“SA Tech”), pursuant to the recruitment services agreement entered into on April 1, 2021. A brief summary of the agreement has been provided below:

S. No.	Particulars	Description
1. 2.	<b>Agreement and Scope of Services</b>	<p>SA Tech is engaged in the business of providing engineering services, product development services, <i>etc.</i> SA Tech has engaged our Company to provide offshore project delivery services.</p> <p>SA Tech has appointed our Company as an Offshore Delivery Partner on a non-exclusive and contingency basis provide Offshore Delivery services on outcome base basis as well as professional consulting services to its clients and customers (“Services”)</p> <p>SA Tech may from time to time shall forward a Project Request to our Company. Our Company is obligated to respond to every Project Request. As per the Agreement, our Company shall perform Services in a competent and professional manner in accordance with the highest professional standards and as per the scope defined in SoW</p>
3.	<b>Professional Fees</b>	<p>(i) <u>OUTCOME BASED PROJECT DELIVERY</u></p> <ul style="list-style-type: none"> <li>• Payments of outcome based project will be defined in the Statement of Work</li> <li>• Payments will be basis the milestones defined and delivered basis the Statement of Work</li> </ul> <p>(ii) <u>Professional Consulting Services</u></p> <p>The payment rate of the Professional Consulting Services, Delivery Associate will be an all-inclusive hourly or daily or monthly rate which is decided in relation to the specific CANDIDATE engaged and in line with SA Tech’s requirements as to Rate and the rates will be mentioned in the applicable SOW; however, there will a scope of discussion on the rate negotiation on the particular candidate and specific skills / project scope.</p>
4.	<b>Indemnity</b>	Our Company shall, on its own account, indemnify SA Tech and keep SA Tech harmless, if the candidate’s previous employer pursues any legal actions against SA Tech.
5.	<b>Personal Executing Of Services</b>	Our Company undertakes to enter into written agreement with all personnel working on SA Tech's Position Request obligating them in a manner that will enable our Company to fully discharge all of its obligations hereunder including, without limitation, all obligations with respect to use and disclosure of Confidential Information.
6.	<b>Inventions, Discoveries Or Improvements</b>	Our Company shall ensure, that all the Position Request deployed to SA Tech to perform Services shall give SA Tech all reasonable assistance and execute all documents necessary to assist SA Tech in obtaining copyrights or patents covering said inventions, discoveries or improvement in any and all countries; and shall for no additional compensation execute or have executed all papers needed in applying for and obtaining any such patents to SA Tech, or as requested by SA Tech. All such inventions, discoveries and improvements (whether patented or not) shall remain the exclusive property of SA Tech.
7.	<b>Work Product</b>	Our Company has represented and warranted that it shall take all such reasonable steps to insure, all work product of every kind performed or any assignment handled by the Candidate on behalf of SA Tech and/or any deliverable derived from such work shall be sole and exclusive property of SA Tech.
8.	<b>Non-Solicitation</b>	Our Company has warranted that unless it is mutually agreed during the term of this Agreement and for a period of two (2) years after the termination of this Agreement, our Company shall not directly or indirectly recruit, hire, engage or attempt to recruit, hire engage or discuss employment with any person who is an employee or agent of the SA Tech.
9.	<b>Non-Compete</b>	Our Company has warranted that it shall not approach, unless authorized in writing, directly or indirectly customers of SA Tech to offer similar services during the term of this Agreement and for a period of two (2) years after the termination of this Agreement.
10.	<b>Data Privacy</b>	Our Company is responsible to take adequate measures and security policies to comply with and ensure the data privacy
11.	<b>Term and Termination</b>	The term of the Agreement shall begin on April 1, 2021 and shall be valid unless terminated by ninety(90) days prior written notice by either of the parties to the other Party.

S. No.	Particulars	Description
		SA Tech shall have the right to terminate the services of any candidate by ninety (90) days prior written notice on its sole discretion. SA Tech shall reserve the right to terminate this Agreement by serving fifteen (15) days prior written notice to our Company. SA Tech shall not be responsible or accountable for any payment for supply or services after termination of services or the Agreement. The Agreement can be renewed in writing with the mutual consent of both the Parties.

Although the agreement with SA Tech does not have specified term, there can be no assurance that the said agreement will not be terminated by SA Tech, due to any reason whatsoever. Further, there can be no assurance that our Company will be able to fulfil its obligations as set out in the said agreement, or that there will not be any breach of the terms of the agreement, thereby resulting in an early termination of the agreement. Additionally, while, we have recently started offering design & verification, custom software design and development and technology consulting services to third party customers, however as of March 31, 2023 we are significantly dependent on SA Tech for a major portion of our revenue. Loss of SA Tech as our largest customer due to any reason whatsoever, would result in a significant dip in our revenues, thereby adversely affecting our profitability, business, financial condition and results of operations. For further details, see “Our Business” on page 105.

**4. *Our Company has ventured into offering technology and design solutions in the semiconductors industry recently, and therefore has a very limited operating history of our operations with respect to the same, which will make it difficult for the investors to evaluate our historical performance or future prospects.***

Our Company since its incorporation has undertaken recruitment and training of candidates for reputed companies engaged in semiconductor industry. Our Company recruits and trains candidates with relevant backgrounds and experience in semiconductor technology, wherein we expose candidates to hands-on experience in working with semiconductor technologies and equipment. Our Company has recently ventured into offering technology and design solutions in the semiconductors industry. Since, we have a limited operating history, we may not have sufficient experience to address the risks related to offering technology and design solutions. Due to our limited experience, we may not be able to identify the risks involved in such operations and therefore could fail to achieve timely fulfilment of our projects and the quality requirement of our services. The semiconductor industry is dynamic in nature and we hold very limited experience in relation to offering services in the said industry; therefore, it could be very difficult for us to understand the nuances of the industry in the early stages. In the event that we fail to understand the market operations and the risks related to the same, our business, financial performance and cash flows may be affected.

**5. *If we fail to keep our technical knowledge confidential, it may erode our competitive advantage and have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We possess technical knowledge and know-how about our services, including, in particular, engineering drawings, exclusively licensed-in technologies, design development processes and materials expertise, machine building and automation capabilities that have been built up through our own research and development capabilities and grant us access to new technologies. While we rely on a combination of trademark laws, confidentiality procedures and contractual provisions to protect our intellectual property, we cannot be certain that the steps we have taken will prevent unauthorized use of our intellectual property. As a result, we cannot be certain that our technical knowledge will remain confidential. We have not made any applications for registration of any copyrights under applicable laws.

Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the development and engineering process. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Although we may seek to enforce non-disclosure agreements with our key employees to protect our technical knowledge and other confidential information, we cannot guarantee that we will be able to successfully enforce such agreements. The potential damage from such disclosure is increased as our designs are not patented and thus, we may have no recourse against copies of our designs that enter the market subsequent to such leakage.

In the event that the confidential technical information in respect of our business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the precision components industry could be compromised. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Moreover, we may not be able to detect any unauthorized use or to take appropriate and timely steps to protect our confidential technical information. Consequently, any leakage of confidential technical information may have a material adverse effect on our business, financial condition, results of operations and cash flows.

6. ***Our security measures may in the future be, compromised. Consequently, our services and solutions may be perceived as not being secure. This may result in customers curtailing or ceasing their use of our solutions, our reputation being harmed and incurring of significant liabilities and lead to an adverse effect on our results and growth prospects.***

As a provider of technology and design solutions in the semiconductors industry, we pose a potential target for cyber-attacks. The security measures we have integrated into our internal systems, which are designed to detect unauthorized access or activity and prevent or minimize security breaches, may not function as expected or may not be sufficient to protect our internal networks against certain attacks and other security incidents. In addition, techniques used to sabotage or to obtain unauthorized access to networks in which data is stored or through which data is transmitted change frequently, become more complex over time and generally are not recognized until launched against a target. As a result, we may be unable to anticipate these techniques or implement adequate preventative measures quickly enough to prevent either an electronic intrusion into our systems or services or a compromise of customer data, and we may face difficulties or delays in identifying or otherwise responding to any potential security breach or incident. Additionally, our remediation efforts and other response to any potential security breach or incident may not be successful or timely.

If a breach of customer data were to occur, as a result of third-party action, technology limitations, employee or contractor error, malfeasance or otherwise, and the confidentiality, integrity or availability of our customers' data or systems was disrupted, we could incur significant liability to our customers and to individuals or businesses whose information was being stored by our customers, and our services may be perceived as less desirable, which could negatively affect our business and damage our reputation. In addition, security breaches or incidents impacting our services could result in a risk of loss or unauthorized disclosure of critical information, including confidential software codes and program of our customers, which, in turn, could lead to enforcement actions, litigation, regulatory or governmental audits, investigations, inquiries and possible significant liability, and increased requests by individuals regarding their personal data. Security breaches and incidents could also damage our relationships with and ability to attract customers and partners, and trigger indemnification, and other contractual obligations. Security breaches and incidents may also cause us to incur significant investigation, mitigation, remediation, notification and other expenses, including necessitating that we put in place additional measures designed to prevent further security breaches or incidents. Any of these outcomes could negatively impact market acceptance of our services and our business, financial condition, and results of operations could be adversely affected.

7. ***If we fail to deliver quality services on account of defects, delays or similar problems, and if we fail to develop enhancements to resolve any defect or other problems, we could lose customers, become subject to service performance or warranty claims or incur significant costs.***

The software underlying our services is complex and may contain design inadequacies, defects or errors that could be difficult to detect and correct, particularly when first introduced or when new features or capabilities are released. In addition, our services depend on the ability of our software to store, retrieve, process and manage immense amounts of data. Any real or perceived defects, errors, failures, bugs or vulnerabilities could result in negative publicity, cybersecurity breaches and other data security, privacy, access, retention issues, performance issues and customer terminations and may impair our ability to enter into client contracts and offer solutions in the future. Some errors, bugs or vulnerabilities inherently may be difficult to detect and may only be discovered after code has been released for external or internal use. The costs incurred in correcting any defects in our solutions may be substantial and could adversely affect our results of operations and the efficacy of our services and solutions.

8. ***We may be unable to perform background verification procedures on our Associate Employees prior to placing them with our clients.***

Our internal policies require us to perform background verification procedures on all our Associate Employees prior to employing them. However, due to increase in the volume of Associate Employees in any month, and the quality of sufficiently reliable information being unavailable in some cases, we may be unable to fully perform background verification procedures on each of our Associate Employees. Our inability to perform these procedures fully could result in insufficient vetting of our Associate Employees, which could in turn result in an adverse effect on our reputation, results of operations and business prospects if such Associate Employees engaged in illegal or fraudulent activities during the course of their employment.

9. ***If we are unable to attract new clients or our existing clients do not renew their contract, the growth of our business and cash flows will be adversely affected.***

To increase our revenue and cash flows, we must regularly add new clients. If we are unable to generate sufficient sales



leads through our marketing programs, or if our existing or new clients do not perceive our services to be of sufficiently high value and quality, we may not be able to increase sales and our operating results would be adversely affected. In addition, our existing clients have no obligation to renew their contracts, and renewal rates may decline or fluctuate due to a number of factors, including customers' satisfaction with our services, our prices and the prices of competing service providers. If we fail to sell our services to new customers or if our existing customers do not renew their contracts, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

**10. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**11. *An inability to recruit, train and retain qualified and experienced personnel who meet the staffing requirements of our clients may adversely affect our reputation, business prospects and future financial performance.***

Our business depends on our ability to attract and retain qualified personnel who possess the skills and experience necessary to meet the requirements of our clients. Our business operations and financial performance may be adversely affected if we are unable to find sufficient personnel for our solutions and other businesses. In addition, we must continually evaluate and upgrade our database of available qualified personnel through recruiting and training programs to keep pace with changing client needs and emerging technologies. Competition for individuals with proven professional skills and experience is intense, and we expect demand for such individuals to remain strong in the foreseeable future. In particular, our services and Solutions business involves skilled personnel, and our success depends upon our ability to attract, develop, motivate and retain skilled Technology and Semiconductor professionals. Qualified personnel may not be available to us in sufficient numbers and on terms of employment acceptable to us. We may not be able to effectively meet the expectations of our clients due to our failure to identify personnel with the requisite skills, experience or other attributes, and our training programs may not succeed in developing effective skills in a timely manner or at all.

The cost of providing our services and the extent to which we utilize our employees, affects our profitability. The rate at which we utilize our employees is affected by a number of factors, including our ability to transition employees from completed contracts to new assignments and to hire and assimilate new employees in the jurisdictions where we operate; our ability to manage attrition; our need to devote time and resources to training, business development, professional development and other nonchargeable activities; and our ability to manage our Associate Employee workforce. As a result, our profitability could suffer if we are not able to maintain adequate staffing for our contracts.

**12. *We could be harmed by our Associate employees' misconduct or errors that are difficult to detect and any such incidences such as employment-related claims and losses which could adversely affect our financial condition, results of operations and reputation.***

We employ and assign our Associate Employees in the workplaces of our clients. Our ability to control the workplace environment in such circumstances is limited, and the risks associated with these activities, inter-alia, include possible claims relating to:

- actions or inactions of our Associate Employees, including matters for which we may have to indemnify our client;
- discrimination and harassment (including claims relating to actions of our clients);
- wrongful termination or retaliation;
- Violation of health and safety regulations; etc.

Further, Associate Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our Associate Employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**13. *Failure to perform or observe any contractual obligations could result in cancellation or non-renewal of a contract,***

***which could cause us to experience a higher-than-expected number of unassigned employees and an increase in our expenses as a percentage of revenues, until we are able to reduce or reallocate our headcount and may adversely affect our business, results of operations and financial condition.***

The ability of our clients to terminate agreements makes our future revenues from operations uncertain. We may not be able to honor certain contractual obligations due to lack of manpower, which could lead to termination of agreements and further, we may not be able to replace any customer that elects to terminate or not renew its contract with us, or renew a contract with us on unfavorable terms, which could materially adversely affect our business, financial condition and results of operations. If we fail to comply with such contractual obligations in the future, our customers may terminate agreements with us. If any future event triggers any change of control provision in our customer contracts, these master services agreements may be terminated, which would result in loss of business and revenues.

***14. 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 in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no surety that we will be able to obtain all the permits or approvals in the time-frame anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals in a timely manner, may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. Compliance with many of the regulations applicable to our operations may involve incurring costs and otherwise may impose restrictions on our operations. Previously, we were a private limited company and thereafter converted into a public limited company. There are some of the approvals which are in the previous name, we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our company same may adversely affect our business or we may not be able to carry our business. We cannot assure 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. If we fail to obtain or retain 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 Statutory Approvals” beginning on page 211 of this Draft Red Herring Prospectus.

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

Our success depends largely on the contributions of our IT professionals and our ability to attract and retain qualified IT professionals. We may encounter higher attrition rates in the future. A significant increase in the attrition rate among skilled IT professionals with specialized skills could decrease our operating efficiency and productivity and could lead to a decline in demand for our software products. The competition for highly-skilled IT professionals may require us to increase salaries, and we may be unable to pass on these increased costs to our customers. This would increase our operational costs which may adversely affect our business, results of operations and financial condition.

We incur various employee benefits expense, including salaries and bonus, contribution to provident and other funds and staff welfare expenses. In addition, our ability to maintain and renew existing engagements and obtain new business will depend, in large part, on our ability to attract, train and retain skilled IT professionals, including experienced management IT professionals, which enables us to keep pace with growing demands for outsourcing, evolving industry standards and changing customer preferences. If we are unable to attract and retain the highly skilled IT professionals we need, we may have to forgo projects for lack of resources or be unable to staff projects optimally. Our failure to attract, train and retain IT professionals with the qualifications necessary to fulfil the needs of our existing and future customers or to assimilate new IT professionals successfully could materially adversely affect our business, financial condition and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

Our business is people driven and, accordingly, our success depends upon our ability to attract, develop, motivate, retain and effectively utilize highly-skilled IT professionals. We believe that there is significant competition for IT professionals in India and that such competition is likely to continue for the foreseeable future. Increased hiring by technology companies and increasing worldwide competition for skilled IT professionals may lead to a shortage in the availability of suitable

personnel in the locations where we operate and hire. Failure to hire, train and retain IT professionals in sufficient numbers could have a material adverse effect on our business, results of operations and financial condition. Companies engaged in the technology industry are required to provide a greater deal of employee satisfaction and morale through providing professional incentives and enable digital maturity through collaborative support from the workforce. We compete for such talented individuals not only with other companies in our industry but also with companies in other industries, such as software services, engineering services, financial services and technology generally, among others. High attrition rates of IT professionals would increase our hiring, reskilling, upskilling and training costs and could have an adverse effect on our ability to complete existing contracts in a timely manner, meet customer objectives and expand our business.

***16. Our reputation is dependent upon the performance of our Associates.***

As a provider of Technology Services and Solutions, our reputation is dependent upon the performance of our Associates we place with our clients and the services rendered by such Associates. If our clients are not satisfied with the performance of our Associates, or if any such Associates do not perform in accordance with the instructions or standards established by the clients or agreed by us, our reputation and ability to maintain or expand our client base may be adversely affected.

***17. An inability to recruit, train and retain qualified and experienced personnel who meet the technical requirements of our clients may adversely affect our reputation, business prospects and future financial performance.***

Our business largely depends on our ability to attract and retain qualified personnel who possess the skills and experience necessary to meet the requirements of our clients. Our business operations and financial performance may be adversely affected if we are unable to find sufficient personnel for our clients. In addition, we must continually evaluate and upgrade our database of available qualified personnel through recruiting and training programs to keep pace with changing client needs and emerging technologies. Competition for individuals with proven professional skills and experience is intense, and we expect demand for such individuals to remain strong in the foreseeable future. Our business involves skilled personnel, and our success depends upon our ability to attract, develop, motivate and retain skilled Technology professionals. Qualified personnel may not be available to us in sufficient numbers and on terms of employment acceptable to us. We may not be able to effectively meet the expectations of our clients due to our failure to identify personnel with the requisite skills, experience or other attributes, and our training programs may not succeed in developing effective skills in a timely manner or at all. There can be no assurance that candidates for employment will continue to seek employment through us. Candidates generally seek temporary or regular positions through multiple sources, including us and our competitors. Any shortage of candidates could materially and adversely affect our business prospects.

***18. We may be exposed to risks and costs associated with protecting the integrity and security of our systems as well as our clients' operational and other confidential information.***

We seek to protect our information systems and network infrastructure from physical break-ins as well as security breaches and other disruptive problems. Critical information systems are used in every aspect of our daily operations, most significantly, in the identification and matching of skilled resources to client assignments and in the customer billing and vendor payment functions. There may be areas in the systems that have not been properly protected from security breaches and other attacks. Cybersecurity attacks are evolving and could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and corruption of data. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches. However, these measures and technology may not always be adequate to properly prevent security breaches.

Further our business operations, particularly in our technology solutions business, involve access by our Associate Employees to clients' operational and other confidential information, and our employees are required to securely handle and transmit confidential information about our clients. There can be no assurance that in the future we will not be subjected to claims relating to abuse of confidential information by our employees or proceedings related to intentional or unintentional exposure of our clients' confidential information.

Also, any theft or misuse of information resulting from a security breach could result in, among other things, loss of significant and/or sensitive information, litigation by affected parties, financial obligations resulting from such theft or misuse, higher insurance premiums, governmental investigations, negative reactions from current and potential future clients and poor publicity and any of these could adversely affect our results of operations. In addition, the unavailability of the information systems or the failure of these systems to perform as anticipated for any reason could disrupt our business and could result in decreased performance and increased overhead costs, causing our business and results of operations to suffer.

***19. An inability to manage our rapid growth and business diversification initiatives may disrupt our operations and***

***adversely affect our business and growth strategies and future financial performance.***

We have experienced rapid growth in recent years and expect our business to grow significantly as a result of the increase in size of operations, expansion into a diversified range of service offerings, through organic growth as well as acquisitions and other strategic growth opportunities across geographies. We intend to further grow our talent solution businesses, which are relatively high margin businesses compared to our Solutions business. This exposes us to a wide range of risks, including business risks, operational risks, fraud risks and regulatory and legal risks.

These strategic initiatives may require significant capital and other resources, as well as management attention, which could place a burden on our resources and abilities. We are in the initial stages of our diversification strategy and may not be able to properly assess the risks, economic viability and prospects of such opportunities. We may not be successful in developing these businesses and there can be no assurance relating to any revenues from or profitability of such business opportunities we intend to pursue.

We expect such rapid growth to place significant demands on us requiring us to continuously evolve and improve our operational, financial and internal controls. In particular, we may face increased challenges in maintaining high levels of client satisfaction; recruiting, training and retaining sufficient skilled management and recruitment personnel; adhering to service execution standards and key performance indicators specified by our clients; preserving a uniform culture, values and work environment across our operations; and developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems. Our ability to continue to grow consistently will depend on a number of factors beyond our control, including the level of competition for opportunities for inorganic growth and our ability to successfully manage our organic growth. An inability to manage our growth may have an adverse effect on our business prospects and future financial performance.

***20. We are exposed to foreign currency exchange rate fluctuations, which may have an adverse effect on our results of operations and value of the Equity Shares.***

Our exposure to foreign currencies are unhedged due to which we are exposed to foreign currency fluctuation risks. As a result of such exposure, we may incur potential losses if foreign currencies fluctuate significantly. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations. The exchange rate between the Indian Rupee and the USD and other foreign currencies has changed considerably in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the Indian Rupee and other currencies may affect the value of a non-resident investor's investment in the Equity Shares. We are exposed to foreign currency risk of unhedged exposure of foreign currency as on account of translation of receivables and bank balances. A non-resident investor may not be able to convert Indian Rupee proceeds into USD or any other currency or the rate at which any such conversion may occur could fluctuate. In addition, our market valuation could be seriously harmed by the devaluation of the Rupee, if United States or other non-resident investors analyze our value based on the USD equivalent of our financial condition and results of operations.

***21. Our revenues and profitability vary across our business segments, thereby making our future financial results less predictable.***

Our revenues and profitability vary across our business segments and sub-verticals within each business segment. Our results of operations may fluctuate in the future depending on a number of factors, including but not limited to:

- award of new contracts and contract renewals, and the selection process and timing for performing these contracts that are subject to contingencies beyond our control;
- the size, complexity, timing of revenue recognition, pricing terms and profitability of significant contracts;
- changes in our pricing policies or those of our competitors;
- financial condition or business prospects of our clients;
- unanticipated variations in the duration, size and scope of our contracts;
- seasonal changes that may affect the demand for our services, the mix of services or the relative proportion of services revenue from our various business segments within a reporting period; and
- unanticipated cancellations or contract terminations.

In particular, certain of our businesses, such as the fee-based income for recruitment and executive search business, can vary significantly from period to period depending on the success of such placements. As a result of these factors, our results of operations and cash flows may fluctuate from financial reporting period to period. A significant proportion of our operating expenses, particularly full-time employee expenses, are fixed. As such, unanticipated variations in key contracts may result in variations in our results of operations in any particular financial period.

**22. *We are engaged in highly competitive businesses and may be unable to compete successfully against existing or new competition.***

As a company engaged in offering technology and design solutions in the semiconductors industry, we compete with a range of organized and unorganized competitors, depending on the nature and location of services provided. For further details, see “*Our Business - Competition*” on page 121.

Unlike most of our competitors, we have a portfolio of businesses and must allocate resources across these businesses while competing against players focused on one or more businesses or service lines. As a result, our competitors may have greater financial, technical and marketing resources available to them than our businesses that compete against them. Industry consolidation also may affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we compete. Our competitors also may affect our business by entering into exclusive arrangements with existing or potential clients. There can be no assurance that we will be able to compete successfully against such competitors or that we will not lose our key employees or clients to such competitors. Additionally, we believe that our ability to compete also depends in part on factors outside our control, such as the availability of skilled resources, the price at which our competitors offer comparable services, and the extent of our competitors’ responsiveness to their clients’ needs.

Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. As a result, there can be no assurance that we will not encounter increased competition in the future. Nor can there be any assurance that we will, in light of competitive pressures, be able to effectively compete with our competition in the various business segments we operate in, whether on the basis of pricing, quality or range of services or otherwise, and we may be unable to retain existing clients or attract new clients, which could have a material adverse effect on our business, results of operations and financial condition.

**23. *We are highly dependent on our Key Managerial Personnel and our Senior Management Personnel for our business. The loss of or our inability to attract or retain such persons could have a material adverse effect on our business performance.***

Our business and the implementation of our strategy is dependent upon our Key Managerial Personnel and our Senior Management Personnel, who oversee our day-to-day operations, strategy and growth of our business. If one or more members of our Key Managerial Personnel and our Senior Management Personnel are unable or unwilling to continue in their present positions, such persons could be difficult to replace in a timely and cost-effective manner. There can be no assurance that we will be able to retain these personnel. The loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key Managerial Personnel or members of our Senior Management may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have a material adverse impact on our business, results of operations, financial position and cash flows. We cannot assure you that we will not lose our Key Managerial Personnel or member of Senior Management in the future, or we will be able to replace any Key Managerial Personnel or member of Senior Management in a timely manner or at all, which could have a material adverse impact on our business, results of operations, financial position and cash flows.

**24. *Any errors, defects or disruption in our service or inability to meet expected or agreed service standards may lead to claims, or adversely affect revenues or future business prospects.***

Any errors, defects, or disruptions in service or other performance issues, or inability to meet expected or agreed service standards under our contracts, may adversely affect our revenues from such contracts, or result in affecting client relationships leading to non-renewal of contracts, or delay or withholding of payments due to us. Further, our clients may bring claims against us, which could lead to provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. All these factors could adversely affect our business and results of operations.

Although we attempt to contractually limit our liability for damages, including consequential damages, we cannot assure

you that the limitations on liability will be enforceable in such cases. Any such occurrence may also result in damage to our reputation and loss of existing and future clients, which could adversely affect our business prospects, results of operations and financial condition.

**25. *We face significant employee related regulatory risks and any significant disputes with our employees and/or concerned regulators may adversely affect our business prospects, results of operations and financial condition.***

Inherent risks involved in managing our large workforce includes possible discrimination and harassment claims for physical or sexual abuse, and other acts allegedly committed by our employees or agents, wrongful termination, violation of employment rights and minimum wage requirements, criminal activity or any other claims. Since our business success depends on our reputation, adverse publicity could impact the demand for our services. Adverse publicity concerning reported incidents or allegations of physical or sexual abuse or other harm, whether or not directly relating to or involving us, could result in termination of existing corporate relationships or inability to attract new corporate relationships, or increased insurance costs, all of which could adversely affect our operations. Our reputation can be severely damaged even by isolated incidents, particularly if the incidents receive considerable adverse publicity or result in substantial litigation.

We face the risk that lawsuits may be filed which could result in damages and other costs that our insurance may be inadequate to cover. In addition to diverting our management resources, such allegations may result in adverse publicity that may materially and adversely affect us and our reputation, regardless of whether such allegations are valid. Any such claim or the adverse publicity resulting from it may have a material adverse effect on our business, reputation, results of operations and financial condition including, without limitation, adverse effects caused by increased cost or decreased availability of insurance and decreased demand for our services from our clients. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

**26. *We are highly dependent on our skilled personnel for our day-to-day operations. The loss of or our inability to attract or retain such persons have a material adverse effect on our business performance. Further, our individual Promoters and senior management team play a key role in our operations and strategic growth plans and we heavily rely on their knowledge and experience in operating our business. Therefore, it is critical for our business that our individual Promoter and senior management team remain associated with us.***

Our success in expanding our business will also depend, in part, on our ability to attract, retain and motivate skilled personnel. Competition for skilled personnel in our industry is intense. Our competitors may offer compensation and remuneration packages beyond what we are offering to our employees. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. Because of these factors, there is no assurance that we can effectively attract and retain sufficient number of skilled personnel to sustain our expansion plans, which would have a material adverse impact on our business, results of operations, financial position and cash flows. Our inability to attract and retain skilled personnel may impact our production, day to day operations and in turn adversely impact our results of operations and financial results.

Our core management team oversees the day-to-day operations, implementation of strategy and growth of our business and possesses business and technical capabilities that are difficult to replace. Although our management team has entered into employment agreements containing non-competition, non-disclosure and non-solicitation covenants, these contracts do not guarantee that they will continue their employment with us or that such covenants will be enforceable. If we lose the service of any of the key executives, we may not be able to effectively manage our current operations and meet our ongoing and future business challenges and this may have a material adverse effect on our business, results of operations, financial condition and cash flows.

**27. *We have significant employee benefit expenses, such as workers' compensation, staff welfare expenses and contribution to provident and other funds. An increase in employee costs in India may prevent us from maintaining our competitive advantage and may reduce our profitability.***

We incur various employee benefit expenses, including workers' compensation, staff welfare expenses and contribution to provident and other funds. Workers' compensation costs may increase in the future if states raise benefit levels and liberalize allowable claims. Our profit margins may get adversely impacted, if we are unable to pass on such costs and cost increases to our clients on a concurrent basis. Unless we are able to continue to increase the efficiency and productivity of our employees, increase in proportion employees with lower experience, or source talent from other low cost sources, employee costs increases in the long term may reduce our profit margins.

**28. *Certain of our client contracts can be terminated by our clients without cause and with limited or no notice or penalty,***

*which could negatively impact our revenue and profitability.*

Our clients typically retain us on a non-exclusive, project-by-project basis. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of our contracts with clients are typically limited to discrete projects without a commitment to a specific volume of business or future work. In accordance with our contracts, our revenues are conditional upon our meeting predetermined performance levels, service guarantees and service delivery date targets, which if not met by us, enable clients to claim credits against their payments to us and, under certain conditions terminate their agreements. Our inability to meet our service level commitments could adversely affect our revenue and cash flow. While we typically have carve-outs for force majeure events, many events, such as equipment failure and third-party vendors being unable to meet their underlying commitments to us, could impact our ability to meet our service level agreements. Our business is dependent on the decisions and actions of our clients, and there are a number of factors relating to our clients that are outside our control that might result in the termination of a project or the loss of a client, including financial difficulties for a client; change in strategic priorities, resulting in a reduced level of spending on services and solutions; a demand for price reductions; and a change in strategy by moving more work in-house or to our competitors. Therefore, our business may be adversely affected if any of our contracts are terminated by our clients at short notice.

- 29. *We incur substantial costs in developing new services, which may not yield benefits in proportion to such costs incurred by us. Further, if we are unable to derive substantial benefit from our efforts in developing new services, our results of operations may be adversely affected.***

We incur substantial costs in developing new services for our clients. We cannot ascertain that our efforts in developing new services have enabled us to achieve tangible benefits in proportion to the costs incurred by us. We may not be able to derive substantial benefit from our efforts in developing new services, or any benefit at all in the future. We cannot assure you that the commercialization of our new services offerings will be profitable. If we are unable to monetize and/ or sustain our efforts in developing new services, our results of operations may be adversely affected.

- 30. *If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.***

Our business depends on our ability to successfully obtain payment from our customers for services provided. We typically bill and collect on relatively short cycles and maintain provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance or working capital requirements, or default on their payment obligations to us.

Recovery of our receivables and timely collection of client balances also depends on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

- 31. *Increases in wages for IT professionals could reduce our cash flows and profit margins.***

Historically, wage costs in the Indian IT services industry have been significantly lower than wage costs in developed countries for comparable skilled technical personnel, which has been one of India's competitive strengths. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. In the long term, wage increases may make us less competitive unless we are able to continue increasing the efficiency and productivity of our professionals and the quality of our services and the prices we can charge for our services. Increases in wages, including an increase in the cash component of our compensation expenses, may reduce our cash flows and our profit margins and have a material adverse effect on our business, financial conditions and results of operations.

- 32. *There have been instances of delays in the past with certain statutory authorities with certain provision of statutory regulations applicable to us. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.***

In the past, there have been some instances of delays in filing relevant statutory forms with the RoC. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances

of delays in filing statutory forms with the RoC as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

**33. *Our insurance coverage may not adequately protect us against all material hazards.***

We have obtained personal accident insurance policy, group care 360 insurance policy, Care health insurance policy for insuring our employees and their dependents. There are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. For details, see “*Our Business – Insurance*” on page 121 of this Draft Red Herring Prospectus.

Our policies are subject to standard limitations that apply to the length of the interruption covered and the maximum amount that can be claimed. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, insurance policies. In addition, our insurance may not provide adequate coverage in certain circumstances including losses arising due to third-party claims that are either not covered by insurance or the values of which exceed insurance limits, economic or consequential damages that are outside the scope of insurance coverage and claims that are excluded from coverage. If our arrangements for insurance are not adequate to cover claims, we may be required to make substantial payments and our results of operations, financial condition and cash flows may therefore be adversely affected.

We may not have identified every risk, and further may not be insured against every risk, including operational risks that may occur, and the occurrence of an event that causes losses more than the limits specified in our policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate. Any of the above could materially harm our financial condition and future results of operations and cash flows. There can be no assurance that any claims filed will be honoured fully or in a timely fashion under our insurance policies. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially acceptable terms or at all.

**34. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks. Despite our internal control systems, we may be exposed to operational risks, including fraud, petty theft and embezzlement, which may adversely affect our reputation, business, financial condition, results of operations and cash flows.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, each of which may have an adverse effect on our business, financial condition, results of operations and cash flows.

Further, given the high volume of transactions we process on a daily basis, notwithstanding the internal controls that we have in place, we may be exposed to the risk of fraud or other misconduct by employees, contractors, or customers. Fraud and other misconduct can be difficult to detect and deter. Certain instances of fraud and misconduct may go unnoticed or may only be discovered and successfully rectified after substantial delays. Even when we discover such instances of fraud or theft and pursue them to the full extent of the law or with our insurance carriers, there can be no assurance that we will recover any of the amounts involved in these cases. In addition, our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect, which may adversely affect our reputation, business, financial condition, results of operations and cash flows.

**35. *We may not be able to implement our business strategies or sustain and manage our growth, which may adversely affect our business, results of operations and financial condition.***


Our growth strategy includes expanding our existing business and service portfolio. We cannot assure you that our growth strategies will be successful or that we will be able to continue to expand further or diversify our service portfolio. Our ability to sustain and manage our growth depends significantly upon our ability to manage key issues such as selecting, recruiting, training and retaining marketing representatives, maintaining effective risk management policies, continuing to



offer services which are consumer centric, developing and maintaining our data base and ensuring a high standard of service quality. Our failure to do any of the preceding could adversely affect our business, results of operations and financial condition.

**36. *Our registered office is not owned by us. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.***

Our registered office situated at 3<sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11 Pimple Saudagar, Pune– 411 027, Maharashtra, India is not owned by us and is taken on rental basis. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new office and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or may have to pay higher charges.

**37. *Our Company's Logo is not  registered. If we fail to obtain trademark registration our brand building efforts may be hampered. Also, our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.***

Our Company is currently using the logo which is not yet registered in the name of our Company. While, we have made an application before the Registrar of Trademarks for registering the said logo, however if we are unable to get the same registered with the trademark authorities then, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business and goodwill, which in turn could adversely affect our results of operations.

There can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which could adversely affect our business, results of operations and financial condition. For further details, please refer to the chapters titled “*Our Business*” on page 105 this Draft Red Herring Prospectus.

**38. *Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.***

Our business requires a significant amount of working capital. Our business depends on our ability to successfully obtain payment from our customers for services provided. We typically bill and collect on relatively short cycles and maintain provisions against receivables and unbilled services. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates.

Further, one of the objects of this Offer include funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “*Objects of the Offer*” on page 78. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers/ intermediaries, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments for services on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

**39. *Our Promoter, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter titled — “*Our Management*”, the paragraphs titled — “*Interest of our Promoter and Other Interests and Disclosures*” in the chapter titled — “*Our Promoter and Promoter Group*”, “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 134, 150, 195 and 158, respectively of this Draft Red Herring Prospectus.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

**40. *Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.***

Upon completion of this Offer, our Promoters and members of our Promoter Group will collectively hold [●] % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company’s best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

**41. *The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Offer Price.***

Our Promoters’ average cost of acquisition of Equity Shares in our Company may be lower than the Offer Price which is proposed to be determined through book building mechanism. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled “*Capital Structure*” on page 68 of this Draft Red Herring Prospectus.

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

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

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

As of June 30, 2023, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — “*Restated Financial Information*” at page 158.

While we believe that all our related party transactions have been conducted on an arm’s length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

**44. *Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.***

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — “*Financial Indebtedness*” on page 195 of this Draft Red Herring Prospectus.

Further, some of our financing arrangements include covenants to maintain our total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company’s financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

**45. *In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.***

As on June 30, 2023 our Company’s total outstanding secured loans are ₹ 14.68 lacs. In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled — “*Financial Indebtedness*” on page 195 of this Draft Red Herring Prospectus.

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

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable

to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Offer*” beginning on page 78 of this Draft Red Herring Prospectus.

47. ***Our success largely depends upon the knowledge and experience of our Promoter, Directors, and our Key Managerial Personnel. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.***

The growth and success of our Company’s future significantly depends upon the experience of our Promoter and continued services and the management skills of our Key Managerial Personnel and the guidance of our Promoter and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — “*Our Management*” on page 134 of this Draft Red Herring Prospectus.

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

Our Company has experienced negative net cash flow in operating, investing and financing activities in the past, the details of which are provided below:

(₹ in lakhs)

Particulars	For the quarter ended June 30, 2023	For the year ended March 31,		
		2023	2022	2021
Net Cash from Operating Activities	(1.09)	53.07	0.81	2.22
Net Cash from Investing Activities	(2.33)	(56.52)	(1.27)	(0.14)
Net Cash used in Financing Activities	(1.29)	14.85	(0.10)	-

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

49. ***Our corporate Promoter and Group Companies may have conflict of interest with us as it is engaged in similar business and may compete with us.***

Our corporate Promoter, Opalforce Inc., and our Group Companies S A Tech Software India Private Limited and S A Technologies Inc. are engaged in a similar line of business as that of our Company. In view of the same, there might be conflicts of interest in future. We have not entered into any non-compete agreements with our Promoter and Group Companies and there can be no assurance that our Promoter and Group Companies will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

50. ***Any conflict of interest which may occur between our business and any other similar business activities pursued by our individual Promoters could have a material adverse effect on our business and results of operations.***

As of the date of this Draft Red Herring Prospectus, our individual Promoters are promoters and directors on the board of directors of our corporate Promoter and Group Companies which is engaged in the same business as that of our Company, thereby causing a conflict of interest between our Company, our corporate Promoter, Opalforce Inc., and our Group Companies, S A Tech Software India Private Limited and S A Technologies Inc.. We have not entered into a non-compete arrangement with him to address such conflicts. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

**51. *The deployment of funds raised through this Offer shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Offer size is less than ₹ 10,000 lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The deployment of funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials. Our Board of Directors along with the Audit Committee will monitor the utilization of Offer proceeds and shall have the flexibility in applying the proceeds of this Offer. However, the management of our Company shall not have the power to alter the objects of this Offer except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Offer, our Promoter shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

**52. *Any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Board will have flexibility in temporarily investing the Net Proceeds towards the objects of the Offer, as disclosed in the section titled "*Objects of the Offer*" on page 78. In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Draft Red Herring Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilization of the Net Proceeds disclosed in the Draft Red Herring Prospectus, we cannot assure that we will be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoter 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 Promoter of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Offer, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, 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.

**53. *The requirement of funds in relation to the objects of the Offer has not been appraised.***

We intend to use the proceeds of the Offer for the purposes described in the section titled "*Objects of the Offer*" on page 78. The objects of the Offer have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. The deployment of the funds towards the objects of the Offer is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

**54. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends

in the future also. For further details, please refer to the chapter titled “*Dividend Policy*” on page 157 of this Draft Red Herring Prospectus.

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

We have not independently verified data from the industry and related data contained in this Draft Red Herring Prospectus. 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.

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

We are not a listed Company and have not, historically, 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 listing agreements with the Stock Exchange and compliances of SEBI (LODR) Regulations which will require us to file audited annual and unaudited half yearly results and limited review 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 which may adversely affect the financial position of the Company.

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, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management’s attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

**57. *The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchange may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchange, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchange or other securities markets could adversely affect the market value of the Equity Shares.

The Offer Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. You may not be able to resell your Equity Shares at a price that is attractive to you.

**58. *There is no guarantee that the Equity Shares issued pursuant to the Offer will be listed on the SME Platform of National Stock Exchange of India Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay

in listing the Equity Shares on the SME Platform of National Stock Exchange of India Limited due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

59. ***There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.***

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Offer. Our Company and the Selling Shareholder, in consultation with the lead manager, will determine the Offer Price. The Offer Price may be higher than the trading price of our Equity Shares following this Offer. As a result, investors may not be able to sell their Equity Shares at or above the Offer Price or at the time that they would like to sell. The trading price of the Equity Shares after the Offer may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

60. ***The price of the Equity Shares may be highly volatile after the Offer.***

The price of the Equity Shares on the Indian Stock Exchange may fluctuate after this Offer as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

61. ***You will not be able to sell immediately on the Stock Exchange any of the Equity Shares you purchase in the Offer.***

The Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchange, trading in the Equity Shares is to commence within six (6) working days of the date of closure of the Offer or such other time as may be prescribed by SEBI. However, SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company may choose to close this Offer within three (03) working days, in accordance with the timeline provided under the aforementioned circular.

We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Offer will be listed on the Stock Exchange in a timely manner or at all.

62. ***There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.***

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchange, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchange. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchange based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchange are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

63. ***The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Offer.***

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among

others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the semiconductor sector;
- adverse media reports about us or the Indian semiconductor sector;
- significant developments in India's economic liberalization and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian Stock Exchange, including the Stock Exchange, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian Stock Exchange have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, Stock Exchange and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

64. ***Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further Offer of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

65. ***Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of Equity Shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sale of Equity Shares might occur.

66. ***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.

67. ***Our Company will not receive any proceeds from the Offer for Sale portion, and the Selling Shareholder 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 16,50,000 Equity Shares by our Promoter, Opalforce Inc. Our individual Promoter, Priyanka M Joshi is the promoter and director of Opalforce Inc, therefore our Promoters and certain members of the Promoter Group are interested in the Offer Proceeds to the extent of the Equity Shares offered by Opalforce Inc in the



Offer for Sale. The entire proceeds (net of offer expenses) from the Offer for Sale will be paid to the Selling Shareholder in proportion to their respective portions of the Offered Shares transferred pursuant to the Offer for Sale, and our Company will not receive any such proceeds. See “*Objects of the Offer*” on page 78.

## **EXTERNAL RISK FACTORS**

### ***68. Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other events could materially and adversely affect our business.***

Natural disasters (such as earthquakes, fire, typhoons, cyclones, hurricanes and floods), pandemics, epidemics, strikes, civil unrest, terrorist attacks and other events, which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Any of these occurrences could cause severe disruptions to our daily operations and may warrant a temporary closure of our facilities. Such closures may disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our customers or business partners are affected by such natural disasters or epidemics.

An outbreak or epidemic, such as SARS, the H1N1 and H5N1 viruses or COVID-19 could cause general consumption or the demand for various products to decline, which could result in reduced demand for our services. Such an outbreak or epidemic may significantly interrupt our business operations as health or governmental authorities may impose quarantine and inspection measures on us or our contractors, or restrict the flow of cargo to and from areas affected by the outbreak or epidemic.

Furthermore, certain regions in India have witnessed terrorist attacks and civil disturbances and it is possible that future terrorist attacks or civil unrest, as well as other adverse social, economic and political events in India could have a negative effect on us. Transportation facilities, including vehicles, can be targets of terrorist attacks, which could lead to, among other things, increased insurance and security costs. Regional and global political or military tensions or conflicts, strained or altered foreign relations, protectionism and acts of war or the potential for war could also cause damage and disruption to our business, which could materially and adversely affect our business, financial condition, cash flows and results of operations. Such incidents could create the perception that investments in Indian companies involve a higher degree of risk and such perception could adversely affect our business and the price of the Equity Shares. We may also face difficulty in accessing certain parts of India at certain times of the year or under adverse or inclement weather conditions.

### ***69. Financial instability in other countries may cause increased volatility in Indian and other financial markets.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors’ reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

These could include greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial

markets. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

**70. *Changing laws, rules and regulations and legal uncertainties in India and other countries may adversely affect our business and financial performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“**GST**”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2023 and the Ministry of Finance has notified the Finance Act, 2023 (“**Finance Act**”). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

**71. *Our business is affected by economic, political and other prevailing conditions beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are proposed to be listed on NSE. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India’s various neighboring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- volatility in, and actual or perceived trends in trading activity on, India’s principal Stock Exchange;
- decline in India’s foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India’s sovereign debt rating by rating agencies; and

- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

**72. Any adverse change or downgrade in ratings of India may adversely affect our business, results of operations and cash flows.**

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

**73. 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 may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring 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.

**74. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.**

Our restated summary statements of assets and liabilities as at September 30, 2021 and restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2021, 2020 and 2019 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

## SECTION IV - INTRODUCTION

### THE OFFER

<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Offer<sup>(1)(2)</sup></b>	Offer of 50,00,000 Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>The Offer Consists of :</b>	
<b>Fresh Issue</b>	33,50,000 Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
<b>Offer for sale<sup>(6)</sup></b>	Offer for sale by existing shareholders 16,50,000 equity shares of ₹ 2 each at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs.
<b>Out of which:</b>	
<b>Offer Reserved for the Market Maker</b>	[●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Net Offer to the Public</b>	[●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Out of which*</b>	
A. QIB Portion <sup>(4)(5)</sup>	Not more than [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Of which</b>	
i. Anchor Investor Portion	Upto [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Of which</b>	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
C. Retail Portion	Not less than [●] Equity Shares of ₹ 2 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Pre and Post – Offer Equity Shares</b>	
<b>Equity Shares outstanding prior to the Offer</b>	1,38,50,000 Equity Shares of face value of Rs. 2 each
<b>Equity Shares outstanding after the Offer</b>	Upto 1,78,50,000 Equity Shares of face value Rs. 2 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Offer</i> ” on page 78 of this Draft Red Herring Prospectus.

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

#### **Notes:**

- The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our company are being offered to the public for subscription.
- The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on October 16, 2023 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on October 19, 2023.

The Selling Shareholder has consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholder	Type	Date of Authorization Letter	Date of Authorization Resolution	Equity Shares held as of date of the DRHP	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Opalforce Inc	Promoter	October 18, 2023	October 18, 2023	1,20,48,795	16,50,000	13.69

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that it has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also severally confirmed that it is the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

- 3) *In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.*
- 4) *The SEBI ICDR Regulations permit the Offer of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e. not more than [●]% of the Net Offer to QIB and not less than [●]% of the Net Offer shall be available for allocation to Retail Individual Investors and not less than [●]% of the Net Offer shall be available for allocation to Non-institutional bidders.*
- 5) *Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholder in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
- 6) *The Equity Shares being offered by the Selling Shareholder are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer, see “Other Regulatory and Statutory Disclosures” on page 214.*

For details, including grounds for rejection of Bids, refer to “Offer Structure” and “Offer Procedure” on page 232 and 235, respectively. For details of the terms of the Offer, see “Terms of the Offer” on page 225.

Our Company and Selling Shareholder, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “Offer Procedure” beginning on page 235 of this Draft Red Herring Prospectus.

## **SUMMARY OF FINANCIAL INFORMATION**

*The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the three month period ended June 30, 2023 and as at and for the Financial Years ended March 31, 2022, 2021 and 2020. The Restated Financial Information referred to above is presented under the section titled “Financial Information” beginning on Page No. 158 of this Draft Red Herring Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the chapters titled “Financial Information” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on Page Nos. 158 and 198, respectively of this Draft Red Herring Prospectus.*

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**OPALFORCE SOFTWARE INDIA LIMITED**

**RESTATED STATEMENT OF ASSETS & LIABILITIES**

Annexure 1  
(Rs. In Lakhs)

Particulars	Annexure No.	As at 30th June 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share capital	5	1.00	1.00	1.00	1.00
(b) Reserves and surplus	6	300.81	242.14	120.88	85.36
<b>2 Non-current liabilities</b>					
(a) Long-term borrowings	7	11.63	12.60	-	-
(b) Deferred tax liabilities (Net)		-	-	-	-
(c) Long-term Provisions		-	-	-	-
<b>3 Current liabilities</b>					
(a) Short-term borrowings	8	3.05	2.75	-	-
(b) Trade payables	9				
Total outstanding dues of micro enterprises and small		-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small		193.30	242.73	0.10	-
(c) Other current liabilities	10	59.22	84.69	37.60	-
(d) Short-term provisions	11	109.13	92.87	6.17	0.72
<b>TOTAL</b>		<b>678.15</b>	<b>678.78</b>	<b>165.75</b>	<b>87.08</b>
<b>II. ASSETS</b>					
<b>1 Non-current assets</b>					
(a) Property, Plant and Equipments					
(i) Tangible assets	12	31.42	33.76	1.00	-
(ii) Intangible Assets		-	-	-	-
(iii) Capital Work in Progress		-	-	-	-
Total		<b>31.42</b>	<b>33.76</b>	<b>1.00</b>	-
(b) Non Current Investments	13	26.11	26.11	15.30	15.31
(c) Long-term loans and advances	14	0.50	0.15	0.14	0.14
(d) Other Non Current Assets		-	-	-	-
(e) Deferred Tax Assets	27	2.82	2.58	7.57	0.55
<b>2 Current assets</b>					
(a) Current Investments		-	-	-	-
(b) Inventories		-	-	-	-
(c) Trade receivables	15	394.32	402.20	58.00	-
(d) Cash and cash equivalents	16	8.79	13.50	2.10	2.65
(e) Short-term loans and advances	17	35.21	16.14	52.56	68.43
(f) Other Current Assets	18	178.98	184.34	29.08	-
<b>TOTAL</b>		<b>678.15</b>	<b>678.78</b>	<b>165.75</b>	<b>87.08</b>

Accounting Policies & Notes on Accounts 4

As per our Report on Even date attached  
For Katariya & Munot  
Chartered Accountants  
FRN No. 128438W

Poonam Katariya  
Partner  
M. No. 1193638  
Place : Pune  
Date : 20/10/2023  
UDIN: 23119638BGUJCF5499

For, Opalforce Software India Limited

Aditya Joshi  
Director  
DIN : 02322541

Sheela Sharma  
Director  
DIN : 09783932

Binny Porwal  
CS

Nitesh Shetty  
CFO

**OPALFORCE SOFTWARE INDIA LIMITED**  
**RESTATED STATEMENT OF PROFIT & LOSS**

Annexure 2  
(Rs. In Lakhs)

Particulars		Annexure No.	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I.	Revenue from operations	20	458.53	1,401.18	471.41	2.16
II.	Other income	21	0.10	0.06	-	-
<b>III.</b>	<b>Total Income (I + II)</b>		<b>458.63</b>	<b>1,401.24</b>	<b>471.41</b>	<b>2.16</b>
IV.	Expenses:					
	Cost of Sale of Services	22	227.46	656.82	146.93	-
	Employee benefits expense	23	128.72	531.47	280.16	-
	Finance costs	24	0.62	0.50	0.10	-
	Depreciation and amortization expense	25	4.33	12.88	0.28	-
	Other expenses	26	17.99	22.25	15.45	0.74
	<b>Total expenses</b>		<b>379.11</b>	<b>1,223.92</b>	<b>442.91</b>	<b>0.74</b>
<b>V.</b>	<b>Profit before tax (III-IV)</b>		<b>79.52</b>	<b>177.32</b>	<b>28.50</b>	<b>1.42</b>
VI.	Tax expense:					
	(1) Current tax		21.09	46.40	4.45	0.22
	(2) Deferred tax		(0.24)	4.99	(7.02)	(0.55)
	(3)MAT Credit Entitlement		-	4.67	(4.45)	(0.22)
<b>VII.</b>	<b>Profit (Loss) for the period (V-VI)</b>		<b>58.67</b>	<b>121.26</b>	<b>35.52</b>	<b>1.97</b>
<b>VIII.</b>	<b>Earnings per equity share:</b>					
	(1) Basic (Adjusted)		2.43	5.03	1.47	0.08
	(2) Diluted (Adjusted)		2.43	5.03	1.47	0.08

Accounting Policies & Notes on Accounts

4

As per our Report on Even date attached  
For Katariya & Munot  
Chartered Accountants  
FRN No. 128438W

For, Opalforce Software India Limited

**Poonam Katariya**  
Partner  
M. No. 1193638  
Place : Pune  
Date : 20/10/2023  
UDIN: 23119638BGUJCF5499

**Aditya Joshi**  
Director  
DIN : 02322541

**Sheela Sharma**  
Director  
DIN : 09783932

**Binny Porwal**  
CS

**Nitesh Shetty**  
CFO



**OPALFORCE SOFTWARE INDIA LIMITED**  
**RESTATED STATEMENT OF CASHFLOW**

Annexure 3  
(Rs. In Lakhs)

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>Cash flow from Operating Activities</b>				
Net Profit Before tax as per Statement of Profit & Loss	79.52	177.32	28.50	1.42
Adjustments for :				
Depreciation & Amortisation Exp.	4.33	12.88	0.28	-
Interest Income	-	0.06	-	-
Finance Cost	0.62	0.50	0.10	0.38
<b>Operating Profit before working capital changes</b>	<b>84.46</b>	<b>190.76</b>	<b>28.88</b>	<b>1.42</b>
<b>Changes in Working Capital</b>				
Dec/(Inc) Trade receivable	7.88	(344.20)	(58.00)	-
Dec/(Inc) Other Loans and advances receivable	(19.08)	36.42	15.87	(0.93)
Dec/(Inc) Other Current Assets	5.36	(155.26)	(29.08)	1.41
Inc/(Dec) Trade Payables	(49.43)	242.63	0.10	-
Inc/(Dec) Other Current Liabilities	(25.47)	47.09	37.60	-
Inc/(Dec) Short term Provisions	16.27	86.70	5.45	0.32
	(64.47)	(86.62)	(28.07)	0.81
<b>Net Cash Flow from Operation</b>	<b>20.00</b>	<b>104.14</b>	<b>0.81</b>	<b>2.22</b>
Less : Income Tax paid	21.09	51.06	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1.09)</b>	<b>53.07</b>	<b>0.81</b>	<b>2.22</b>
<b>Cash flow from investing Activities</b>				
Purchase of Fixed Assets	(1.98)	(45.64)	(1.28)	-
Interest Income	-	(0.06)	-	-
	(2.33)	(56.52)	(1.27)	(0.14)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(2.33)</b>	<b>(56.52)</b>	<b>(1.27)</b>	<b>(0.14)</b>
<b>Cash Flow From Financing Activities</b>				
Short Term Borrowing (Net)	0.30	2.75	-	-
Interest Paid	(0.62)	(0.50)	(0.10)	-
Issue of Shares	-	-	-	-
	(1.29)	14.85	(0.10)	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(1.29)</b>	<b>14.85</b>	<b>(0.10)</b>	<b>-</b>
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>(4.71)</b>	<b>11.40</b>	<b>(0.55)</b>	<b>2.08</b>
Opening Cash & Cash Equivalents	13.50	2.10	2.65	0.57
<b>Cash and cash equivalents at the end of the period</b>	<b>8.79</b>	<b>13.50</b>	<b>2.10</b>	<b>2.65</b>
<b>Cash And Cash Equivalents Comprise :</b>				
Cash	-	-	-	-
<b>Bank Balance :</b>				
Current Account	8.79	13.50	2.10	2.65
Deposit Account	-	-	-	-
<b>Total</b>	<b>8.79</b>	<b>13.50</b>	<b>2.10</b>	<b>2.65</b>

For Katariya & Munot  
Chartered Accountants  
FRN No. 128438W

For, Opalforce Software India Limited

Poonam Katariya  
Partner  
M. No. 1193638  
Place : Pune  
Date : 20/10/2023  
UDIN: 23119638BGUJCF5499

Aditya Joshi  
Director  
DIN : 02322541

Sheela Sharma  
Director  
DIN : 09783932

Binny Porwal Nitesh Shetty  
CS CFO

## GENERAL INFORMATION

Our Company was incorporated on September 24, 2009 as ‘Opalforce Software India Private Limited’, a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 24, 2009 issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on August 16, 2023 and consequently the name of our Company was changed to ‘Opalforce Software India Limited’ and a fresh certificate of incorporation dated September 6, 2023 was issued by the Registrar of Companies, Maharashtra at Pune. The corporate identification number of our Company is U72900PN2009FLC134715.

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

#### **Opalforce Software India Limited**

3<sup>rd</sup> Floor Awfis Space GK Mall,

SR NO 133/1/3,161,11

Pimple Saudagar,

Pune- 411 027,

Maharashtra, India.

**Telephone:** +91 920 940 1976

**E-mail:** [info@opalforce.com](mailto:info@opalforce.com)

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

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

**CIN:** U72900PN2009FLC134715

As on date of this draft Red Herring Prospectus, our Company does not have a corporate office.

### **Registrar of Companies**

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

#### **Registrar of Companies, Maharashtra at Pune**

PCNTDA Green Building, BLOCK A,

1<sup>st</sup> & 2<sup>nd</sup> Floor, Near Akurdi Railway Station, Akurdi,

Pune – 411 044, Maharashtra, India.

**Telephone :** +91 202 765 1375, 202 765 1378

**Facsimile:** +91 202 553 0042

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

Set forth below are the details of our Board of Directors as on the date of this Draft Red Herring Prospectus:

S. No.	Name	Designation	DIN	Address
1.	Aditya Sitaram Joshi	Chairman and Managing Director and Chief Executive Officer	02322541	B3/602 Swapna Nagari, Telco Road, Udyam Nagar, Opposite Annasaheb Magar Stadium, Pimpri, Pune - 411 018, Maharashtra, India
2.	Shyam Behari Sharma	Executive Director	09434393	House No. 1749, Sector- 7/E, Faridabad – 121 006, Haryana, India.
3.	Sheela Sharma	Non- Executive Director	09783932	House No. 1749, Sector- 7/E, Faridabad – 121 006, Haryana, India.
4.	Sarika Sharma	Independent Director	10245269	Flat No. C-401, Lunkad Zodiac Co. Op. Hsg. Soc., Near HDFC Bank, Viman Nagar, Pune - 411 014, Maharashtra, India.
5.	Shabnam Khureshi	Independent Director	09834413	Khoja Dharmshala Same, Khoja Gate, Jamnagar - 361 001, Gujarat, India.

For detailed profile of our Directors, please refer to the chapter titled “*Our Management*” on page 134 of the Draft Red Herring Prospectus.

### **Chief Financial Officer**

**Nitesh Narayan Shetty**, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

3<sup>rd</sup> Floor Awfis Space GK Mall,  
SR NO 133/1/3,161,11  
Pimple Saudagar,  
Pune- 411 027,  
Maharashtra, India.  
**Telephone:** +91 900 405 5559  
**E-mail:** accounts@opalforce.in

#### **Company Secretary and Compliance Officer**

**Binny Porwal**, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

3<sup>rd</sup> Floor Awfis Space GK Mall,  
SR NO 133/1/3,161,11  
Pimple Saudagar,  
Pune- 411 027,  
Maharashtra, India.  
**Telephone:** +91 920 940 1976  
**E-mail:** cs@opalforce.com

#### **Investor grievances**

**Investors can contact the Company Secretary and Compliance Officer, the BRLM 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 orders and non-receipt of funds by electronic mode.**

All grievances relating to the Offer may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

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

For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

#### **Details of Key Intermediaries pertaining to this Offer of our Company:**

##### **Book Running Lead Manager**

**Khandwala Securities Limited**  
Vikas Building, Ground Floor,  
Green Street, Fort, Mumbai – 400 023,  
Maharashtra, India.  
**Telephone :** +91 224 076 7373;  
**Facsimile:** +91 224 076 7377 / 78;  
**Email:** ipo@kslindia.com, rinav@kslindia.com;  
**Website:** www.kslindia.com;  
**Contact Person:** Rinav Manseta / Abhishek Joshi  
**CIN No.:** L67120MH1993PLC070709

##### **Registrar to the Offer**

**Bigshare Services Private Limited**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai - 400093,  
Maharashtra, India.  
**Telephone:** +91 22 6263 8200

**Facsimile:** +91 22 6263 8299  
**Email:** ipo@bigshareonline.com  
**Website:** www.bigshareonline.com  
**Investor Grievance Email:** investor@bigshareonline.com  
**Contact Person:** Vinayak Morbale  
**SEBI Registration Number:** INR000001385

**Legal Advisor to the Offer**

**T&S Law**

Near VVIP Mall, Raj Nagar Extension,  
Ghaziabad – 201 017,  
Uttar Pradesh, India

**Telephone:** +91 931 022 0585  
**Contact Person:** Sagarika Kapoor  
**Email:** [info@tandslaw.in](mailto:info@tandslaw.in)

**Statutory and Peer Review Auditor of our Company**

**M/s Katariya & Munot**

105, 106, B-III, Lloyds Chambers,  
Mangalwar Peth, Maldhakka Chowk,  
Pune – 411 011, Maharashtra, India

**Telephone:** +91 9890310296  
**Email:** poonam@pckca.com  
**Website:** www.pckca.com  
**Contact Person:** Poonam Katariya  
**Membership No.:** 119638  
**Firm Registration No.:** 128438W  
**Peer Review Certificate No.:** 012259

**Bankers to our Company**

**The Federal Bank Limited**

PB No. 103, Federal Towers,  
Head Office, Aluva - 683 101,  
Kerala, India

**Telephone:** +91 484 263 0996  
**Facsimile:** +91 484 263 0996  
**Email:** [ashtad@federalbank.co.in](mailto:ashtad@federalbank.co.in)  
**Website:** [www.federalbank.co.in](http://www.federalbank.co.in)  
**Contact Person:** Ashtad Hormazdiar Digaria  
**CIN:** L65191KL1931PLC000368

**Advisor to the Company**

**Neomile Corporate Advisory Limited**

Unit Number 1215, C Wing,  
One BKC, Bandra Kurla Complex,  
Mumbai – 400 051,  
Maharashtra, India.

**Telephone:** +91 226 239 8080  
**Email:** info@nemolilecapital.com  
**Website:** www.neomilecapital.com  
**Contact Person:** Kirtan Rupareliya

**Banker to the Offer**

The Banker(s) to the Offer shall be appointed prior to filing of the Red Herring Prospectus.

### **Refund Bank**

The Refund Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

### **Sponsor Bank**

The Sponsor Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

### **Syndicate Member**

The Syndicate Member(s) shall be appointed prior to filing of the Red Herring Prospectus.

### **Designated Intermediaries**

#### ***Self-Certified Syndicate Banks***

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

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

#### ***SCSBs enabled for UPI Mechanism***

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

#### ***Registered Brokers***

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as updated from time to time.

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

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of National Stock Exchange of India Limited at [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm) as updated from time to time.

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

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **IPO Grading**

Since the Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency

### **Credit Rating**

As this is an Offer of Equity Shares, credit rating is not required.

#### **Green Shoe Option**

No Green Shoe Option is applicable for this Offer.

#### **Brokers to the Offer**

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

#### **Debenture Trustees**

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

#### **Monitoring Agency**

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

#### **Appraising Entity**

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

#### **Expert Opinion**

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

Our Company has received written consent dated October 20, 2023 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated October 20, 2023 on our restated consolidated financial information; and (ii) its report dated October 20, 2023 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

#### **Inter-se Allocation of Responsibilities**

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

#### **Filing**

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. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the EMERGE Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

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

#### **Changes in Auditors during the last three years**

There has been no change in the Auditors of our Company during the last three years preceding the date of this Draft Red Herring Prospectus.

#### **BOOK BUILDING PROCESS**

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of [●], an English national newspaper, all editions of [●], a Hindi national newspaper and all Marathi editions of [●], a regional language newspaper (Marathi, being the regional language of Pune, where our Registered Office is situated) at least two working days prior to the Bid/Offer Opening date. The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Offer Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager, in this case being Khandwala Securities Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer, in this case being Bigshare Services Private Limited
- The Escrow Collection Banks/ Bankers to the Offer and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process wherein [●]% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

Further, not less than [●]% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than [●]% of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.

All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange.

All Bidders are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Offer Procedure*” beginning on page 235 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Offer Procedure*” on page 235 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

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

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

- Check eligibility for making a Bid (see section titled “*Offer Procedure*” on page 235 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

#### **Bid/Offer Program:**

Event	Indicative Dates
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being issue closing date. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company may choose to close this Offer within three (03) working days, in accordance with the timeline provided under the aforementioned circular.



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

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Applicants, in this 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 Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

#### **WITHDRAWAL OF THE OFFER**

Our Company and the Selling Shareholder in consultation with the BRLM, reserve the right not to proceed with the Offer at any time before the Bid/Offer Opening Date without assigning any reason thereof.

If our Company withdraw the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) 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 issued 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 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Offer after the Bid/Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Red Herring Prospectus with the stock exchange 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 approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment;

#### **UNDERWRITING AGREEMENT**

The Company and the Book Running Lead Manager to the Offer hereby confirm that the Offer will be 100% Underwritten by the Underwriters [•].

Pursuant to the terms of the Underwriting Agreement dated [•] entered into by Company, Underwriters, the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

<b>Details of the Underwriters</b>	<b>No. of shares underwritten*</b>	<b>Amount Underwritten (₹ in Lakh)</b>	<b>% of the total Offer Size Underwritten</b>
[•]	[•]	[•]	[•]

\*Includes [•] Equity shares of ₹2.00 each for cash of ₹ [•]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The above mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER**

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Offer:

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[●]

[●]

[●]

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

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

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

#### **Following is a summary of the key details pertaining to the Market Making Arrangement:**

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer price.
8. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory

Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13. 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.
14. 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:
  - a. 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.
  - b. 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.
15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

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

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.

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

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / National Stock Exchange of India Limited from time to time.

## CAPITAL STRUCTURE

The share capital of our Company as on date of this Draft Red Herring Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Offer Price
A.	<b>Authorised Share Capital out of which :</b>		
	2,00,00,000 Equity Shares having face value of ₹ 2/- each	4,00,00,000	-
B.	<b>Issued, Subscribed and Paid-up Share Capital before the Offer out of which</b>		
	1,38,50,000 Equity Shares having face value of ₹ 2/- each	2,77,00,000	-
C.	<b>Present Offer in terms of this Draft Red Herring Prospectus<sup>(1)</sup></b>		
	Issue of up to 50,00,000 Equity Shares of ₹ 2/- each at a price of ₹ [●] per Equity Share	[●]	[●]
	<i>consisting of:</i>		
	Fresh Issue of upto 33,50,000 Equity Shares of face value of ₹ 2/- each at a Premium of ₹ [●] per share <sup>(1)</sup>	[●]	[●]
	Offer for Sale of upto 16,50,000 Equity Shares of face value of ₹ 2- each at a Premium of ₹ [●] per share <sup>(2)</sup>	[●]	[●]
	<b>Which comprises:</b>		
	[●] Equity Shares of ₹ 2/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Offer to Public of [●] Equity Shares of ₹ 2/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<b>Of which<sup>(2)</sup>:</b>		
	Up to [●] Equity Shares of ₹ 2/- each at a price of ₹ [●] per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	[●]	[●]
	Up to [●] Equity Shares of ₹ 2/- each at a price of ₹ [●] per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	[●]	[●]
D.	<b>Paid-up Share Capital after the Offer</b>		
	1,78,50,000 Equity Shares of ₹ 2/- each		[●]
E.	<b>Securities Premium Account</b>		
	Before the Offer		Nil
	After the Offer		[●]

<sup>(1)</sup> The present Offer has been authorized pursuant to a resolution of our Board dated October 16, 2023 and the Fresh Issue has been authorised pursuant to a special resolution of our Shareholders at an Annual General Meeting dated October 19, 2023 under Section 62(1)(c) of the Companies Act, 2013.

<sup>(2)</sup> The Offer for Sale has been authorized by the Selling Shareholder by way of its consent letter dated October 18, 2023 and resolution of its board of directors dated October 18, 2023. The details of the Equity Shares offered in the Offer for Sale have been provided below:

S. No.	Name of the Selling Shareholder	Number of Equity Shares offered	% of pre-Offer paid up Equity Share Capital
1.	Opalforce Inc	16,50,000	13.69

<sup>(3)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under-subscription, if any, in any of the categories, 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 the Selling Shareholder in consultation with the 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.

### Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 2/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

### Details of changes in Authorized Share Capital of our Company since incorporation

The initial authorised capital of our Company was ₹ 5,00,000 (Rupees five lakhs only) divided into 50,000 Equity Shares of ₹ 10/- each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
June 12, 2023	₹ 5,00,000 divided in to 50,000 Equity Shares of ₹ 10 each	₹ 3,50,00,000 divided into 35,00,000 Equity Shares of ₹ 10 each	EGM
July 20, 2023	₹ 3,50,00,000 divided into 35,00,000 Equity Shares of ₹ 10 each	₹ 4,00,00,000 divided into 40,00,000 Equity Shares of ₹ 10 each	AGM

The Shareholders of our Company at an EGM held on September 29, 2023 approved sub-division of 40,00,000 equity shares having face value of Rs. 10/- each in the Authorized Share Capital of the company into 2,00,00,000 equity shares of Rs. 2/- in such a manner that one equity share of Rs. 10/- shall constitute 5 equity shares of Rs. 2/- each.

### NOTES TO THE CAPITAL STRUCTURE

#### 1) Share Capital History of our Company:

##### Equity Share Capital

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

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
On Incorporation*	10,000	10	10	Cash	Subscription to Memorandum of Association <sup>(1)</sup>	10,000	1,00,000
July 20, 2023	24,00,000	10	N.A.	Consideration other than Cash	Bonus Issue <sup>(2)</sup>	24,10,000	2,41,00,000
July 31, 2023	37,000	10	10	Cash	Preferential Allotment <sup>(3)</sup>	24,47,000	2,44,70,000
August 3, 2023	3,13,000	10	10	Cash	Preferential Allotment <sup>(4)</sup>	27,60,000	2,76,00,000
August 10, 2023	10,000	10	10	Cash	Preferential Allotment <sup>(5)</sup>	27,70,000	2,77,00,000

The Shareholders of our Company at an EGM held on September 29, 2023 approved sub-division of 40,00,000 equity shares having face value of Rs. 10/- each in the Authorized Share Capital of the company into 2,00,00,000 equity shares of Rs. 2/- in such a manner that one equity share of Rs. 10/- shall constitute 5 equity shares of Rs. 2/- each.

Sub-division of Equity Shares	1,38,50,000	2	-	-	-	1,38,50,000	2,77,00,000
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\*The MoA of our Company was signed on September 15, 2009, However, our Company was incorporated on September 24, 2009.

- (1) Subscription of to the MOA for the total of 10,000 Equity Shares by Opalforce Inc (9,999 Equity Shares) and Ritesh Ramavtar Sharma (1 Equity Share).
- (2) Bonus issue of Equity Shares in the ratio of 240:1 to Opalforce Inc (23,99,760 Equity Shares) and Bhavin Goda (240 Equity Shares).
- (3) Preferential Allotment of 37,000 Equity Shares to following persons/ entities:

S. No.	Name of allottee	No. of shares allotted
1.	Ritesh Ramavtar Sharma	5,000
2.	Bhavin Goda	5,100
3.	Manish Sharma	100
4.	Rama Krishna Rao Avanigadda	1,000
5.	G Satish Kumar	1,000
6.	Kuldeep Chobey	3,000
7.	Rohit Balkrishna Kalamkar	1,000
8.	Uday Surpuriya	500
9.	Sanskar Prabhakar	1,000
10.	Namita Nupur	300
11.	Siddharth Kasliwal	300
12.	Geeranjali Nagwade	1,000

S. No.	Name of allottee	No. of shares allotted
13.	Sonal Sinha	1,000
14.	Vasudha Vishal Kanade	500
15.	Vinay Kumar Pathak	1,000
16.	Soni Malay	500
17.	Sonali Ashok Rane	300
18.	Chandresh Bavishi	1,000
19.	Gopireddy Charan Raj	300
20.	Menaka R	500
21.	Amit Singh	5,000
22.	Atib Pasha	1,000
23.	Jitendra Shivaji Khairnar	300
24.	Shriya Khobragade	300
25.	Harsh Vardhan Dadoo	3,000
26.	Khanindra Talukdar	3,000
	<b>Total</b>	<b>37,000</b>

(4) Preferential Allotment of 3,13,000 Equity Shares to following persons/ entities:

S. No.	Name of allottee	No. of shares allotted	Total Shareholding (%)
1.	Bhavin Goda	4,400	0.34
2.	Vinay Kumar Pathak	1,000	0.07
3.	Rakhi Vinay Sharma	3,000	0.11
4.	Sheetal Lokesh Sharma	3,000	0.11
5.	Nitesh Shetty	500	0.02
6.	Kiran Mata	1,000	0.04
7.	Arpit Inani	300	0.01
8.	Prachiti Dipak Parikh	300	0.01
9.	Ritika Sharma	1,00,000	3.62
10.	Swati Sharma jointly with Sunila Narottam Joshi	1,00,000	3.62
11.	Sheela Sharma	97,500	3.53
12.	Shweta BC	1,000	0.04
13.	Akshaya Musale	1,000	0.04
	<b>Total</b>	<b>3,13,000</b>	<b>12.68</b>

(5) Preferential Allotment of 10,000 Equity Shares to following persons/ entities:

S. No.	Name of allottee	No. of shares allotted	Total Shareholding (%)
1.	Yashwanth Somanna	1,000	0.04
2.	Praveen Chandannavar	1,000	0.04
3.	Vishal Gavate	500	0.02
4.	Jitendra Pawar	500	0.02
5.	Amit Sharma	2,000	0.07
6.	Ashish B Dani	5,000	0.18
	<b>Total</b>	<b>10,000</b>	<b>0.37</b>

## 2) Preference Share capital history of our Company

Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.

## 3) Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:

Except as set out below we have not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
July 20, 2023	24,00,000	10	N.A.	Bonus issue in the ratio of 240:1 authorised by our Board, pursuant to a resolution passed at its meeting held on July 19, 2023 and by our shareholders pursuant to a resolution passed at the AGM held on July 20, 2023	Nil	Bonus issued out of Free Reserves

4) As of date of this Draft Red Herring Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.

- 5) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
- 6) Except as disclosed below, our Company has not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Draft Red Herring Prospectus:

<b>Date of allotment</b>	<b>Number of Equity Shares allotted</b>	<b>Face value (₹)</b>	<b>Issue price per Equity Share (₹)</b>	<b>Reason for allotment</b>	<b>Whether part of Promoter Group</b>	<b>Name of allottees</b>
July 20, 2023	24,00,000	10	N.A.	Bonus issue in the ratio of 240:1	Opalforce Inc, the Promoter of our Company was allotted Equity Shares pursuant to the issue	Please refer to “ <i>Share Capital History of our Company - Equity Share Capital</i> ”, for details of list of allottees.
July 31, 2023	37,000	10	10	Preferential Allotment	No	
August 3, 2023	3,13,000	10	10	Preferential Allotment	Sunila Narottam Joshi and Sheela Sharma, the members of our Promoter Group were allotted Equity Shares pursuant to the issue	
August 10, 2023	10,000	10	10	Preferential Allotment	No	

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7) **Shareholding Pattern of our Company**

The table below represents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying deposit or receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)	
								Class (Equity)	Total	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)		
(A)	Promoters and Promoter Group	3 <sup>^</sup>	1,30,36,295	94.13	-	1,30,36,295	94.13	1,30,36,295	1,30,36,295	94.13	-	-	-	-	-	-	-	1,30,36,295
(B)	Public	41	8,13,705	5.87	-	8,13,705	5.87	8,13,705	8,13,705	5.87	-	-	-	-	-	-	-	6,68,705
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying deposit ory receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>44</b>	<b>1,38,50,000</b>	<b>100.00</b>	<b>-</b>	<b>1,38,50,000</b>	<b>100.00</b>	<b>1,38,50,000</b>	<b>1,38,50,000</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,37,05,000</b>

<sup>^</sup>Aditya Sitaram Joshi and Priyanka M Joshi do not hold any Equity Shares in our Company, as of date of this Draft Red Herring Prospectus.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters and members of our Promoter Group are in dematerialized form.



8) **Other details of shareholding of our Company:**

- a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Opalforce Inc	1,20,48,795	87.00
2.	Ritika Sharma	5,00,000	3.61
3.	Sunila Narottam Joshi	5,00,000	3.61
4.	Sheela Sharma	4,87,500	3.52
<b>Total</b>		<b>1,35,36,296</b>	<b>97.74</b>

- b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Opalforce Inc	1,20,48,795	87.00
2.	Ritika Sharma	5,00,000	3.61
3.	Sunila Narottam Joshi	5,00,000	3.61
4.	Sheela Sharma	4,87,500	3.52
<b>Total</b>		<b>1,35,36,296</b>	<b>97.74</b>

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Opalforce Inc	9,999	99.99
<b>Total</b>		<b>9,999</b>	<b>99.99</b>

- d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Offer Equity Share Capital
1.	Opalforce Inc	9,999	99.99
	<b>Total</b>	<b>9,999</b>	<b>99.99</b>

- e) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Draft Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

- f) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Draft Red Herring Prospectus.

- 9) Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Offer 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.

10) **Shareholding of our Promoters**

Set forth below are the details of the build-up of shareholding of our Promoter:

**Opalforce Inc**

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	% of Pre-Issue Equity Paid Up Capital	% of Post- Offer Equity Paid Up Capital
September 24, 2009	Incorporation	Cash	9,999	10	10	99.99	[•]
July 20, 2023	Bonus Issue	-	23,99,760	10	-	99.99	[•]
The Shareholders of our Company at an EGM held on September 29, 2023 approved sub-division of 40,00,000 equity shares having face value of Rs. 10/- each in the Authorized Share Capital of the company into 2,00,00,000 equity shares of Rs. 2/- in such a manner that one equity share of Rs. 10/- shall constitute 5 equity shares of Rs. 2/- each.							
			<b>1,20,48,795</b>	2	-	87.00	[•]
		<b>Total</b>	<b>1,20,48,795</b>			<b>87.00</b>	[•]

Aditya Sitaram Joshi and Priyanka M Joshi do not hold any Equity Shares in our Company, as of date of this Draft Red Herring Prospectus.

- 11) As on the date of the Draft Red Herring Prospectus, the Company has 44 (forty four) members/shareholders.
- 12) The details of the Shareholding of the members of the Promoter Group as on the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholders	Pre- Offer		Post - Offer	
		Number of Equity Shares	% of Pre- Offer Equity Share Capital	Number of Equity Shares	% of Post- Offer Equity Share Capital
<b>Promoters</b>					
1.	Opalforce Inc	1,20,48,795	87.00	[•]	[•]
2.	Sunila Narottam Joshi	5,00,000	3.61	[•]	[•]
3.	Sheela Sharma	4,87,500	3.52		
	<b>Total</b>	<b>1,30,36,295</b>	<b>94.13</b>	[•]	[•]
	<b>Total</b>	<b>1,30,36,295</b>	<b>94.13</b>	[•]	[•]

- 13) Our Promoters, Promoter Group, Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Draft Red Herring Prospectus is filed with Stock Exchange.
- 14) There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, have 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 (06) months immediately preceding the date of filing of the Draft Red Herring Prospectus.
- 15) **Promoters' Contribution and other Lock-In details:**

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post-Offer capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment (“**Minimum Promoters' Contribution**”), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoter's Contribution:

Number of Equity Shares locked-in <sup>*(1)(2)(3)</sup>	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post- Offer paid-up capital	Period of lock-in
<i>Opalforce Inc</i>							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
<b>TOTAL</b>	[•]					[•]	

\* Subject to finalisation of Basis of Allotment.

(1) For a period of three years from the date of allotment.

(2) All Equity Shares have been fully paid-up at the time of allotment.

(3) All Equity Shares held by our Promoters are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoters, see “*Details of the Build-up of our Promoters’ shareholding*” on page 74.

The Promoters’ Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as ‘promoter’ under the SEBI (ICDR) Regulations.

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

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters’ contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares issued to the Promoters upon conversion of a partnership firm;
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters’ Contribution subject to lock-in.

Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoters and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters’ Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

Other than the Equity Shares locked-in as Promoters’ Contribution for a period of three years as stated in the table above, the entire pre-Offer capital of our Company, including the excess of minimum Promoters’ Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Offer. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

### ***Other requirements in respect of 'lock-in'***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be Transfer to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be Transfer to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

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

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

- 16) Our Company, our Promoters, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.
- 17) The post-Offer paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
- 18) There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
- 19) No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
- 20) There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
- 21) Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
- 22) There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
- 23) Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Red Herring Prospectus and the date of closure of the Offer, shall be reported to the Stock Exchanges within 24 hours of the transaction.

- 24) 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.
- 25) As on the date of this Draft Red Herring Prospectus, the 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 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.
- 26) Except for Opalforce Inc, who is our Promoter and the Selling Shareholder, offering its shareholding in the proposed Offer, our Promoters and the members of our Promoter Group will not participate in the Offer.
- 27) Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel and Senior Management:

Sr. No.	Name of the Shareholders	Pre-Offer		Post - Offer	
		Number of Equity Shares	% of Pre-Offer Equity Share Capital	Number of Equity Shares	% of Post-Offer Equity Share Capital
<i>Promoters</i>					
1.	Sheela Sharma	4,87,500	3.52	[•]	[•]
2.	Khanindra Talukdar	15,000	0.11	[•]	[•]
3.	Kiran Srichand Mata	5,000	0.04	[•]	[•]
4.	Yashwanth B S	5,000	0.04	[•]	[•]
5.	Praveen S Chandannavar	5,000	0.04	[•]	[•]
6.	Nitesh Narayan Shetty	2,500	0.02	[•]	[•]
	<b>Total</b>	<b>5,20,000</b>	<b>3.77</b>	[•]	[•]

- 28) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.
- 29) 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 235 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.
- 30) An investor cannot make an application for more than the number of Equity Shares offered in this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 31) 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.
- 32) 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 the Selling Shareholder in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 33) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
- 34) As on date of this Draft Red Herring Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Offer.

## OBJECTS OF THE OFFER

The Issue comprises of a Fresh Issue of upto 33,50,000 Equity Shares of ₹2/- each of our Company, for cash at an Offer Price of ₹ [●]/-per Equity Share, aggregating upto ₹ [●] Lakhs and Offer for Sale of upto 16,50,000 Equity Shares of ₹2/- each of our Company by Selling shareholders.

### Net Proceeds

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

Particulars	(₹ in lakhs) Amount
Gross Proceeds of the Issue	[●]
Less: Issue Expenses*	[●]
<b>Net Proceeds**</b>	<b>[●]</b>

\*For details see "*Issue Related Expenses*" below on page 81.

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

### Requirements of Funds

Our Company proposes to utilise the Net Proceeds for the following:

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

(Collectively, referred to herein as the "**Objects**")

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

Further, our Company expects to receive the benefits of listing of the Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited ("**NSE**") including the enhancement of our Company's visibility and brand image among our existing and potential customers as well as vendors and creation of a public market for our Equity Shares in India.

### Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner set forth below:

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

We propose to utilise ₹ 1,800 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2024 and Fiscal 2025.

We have significant working capital requirements and we fund a majority of our working capital requirements in the ordinary course of business from our existing equity, internal accruals and financing facilities from various banks, financial institutions and non-banking financial companies.

In light of the increasing orders and expansion of the business model, we require working capital to finance the recruitment of technical staff, setting-up of infrastructure for proper work environment and work space and procure higher levels of technical capabilities for timely and efficient delivery of services and client satisfaction.

Further, the funding of the incremental working capital requirements of our Company will help to a consequent increase in our profitability and in achieving the proposed targets as per our business plan.

## Existing and Estimated Working Capital Requirement

The details of our Company's working capital requirement for Fiscal 2021, 2022 & 2023, derived from the restated consolidated financial statements, and the sources of funding of the same and estimated working capital requirements for Fiscal 2024 and proposed funding of such working capital requirements are as set out in the table below:

(₹ in lakhs)

S. No.	Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023	As at March 31, 2024	As at March 31, 2025
		(Actual)	(Actual)	(Actual)	(Actual)	(Estimated)	(Estimated)
<b>1</b>	<b>Current Assets</b>						
a)	Inventories						
b)	Trade Receivables		58.00	402.20	394.32	1,023.55	1,947.25
c)	Loans & Advances	66.86	41.84	0.82	0.67	0.82	0.82
d)	Cash and Cash Equivalent	2.65	2.10	13.50	8.79	714.99	119.52
e)	Other Current Assets	1.71	39.73	207.31	218.49	228.04	250.84
	<b>Total Current Assets (A)</b>	<b>71.22</b>	<b>141.67</b>	<b>623.83</b>	<b>622.27</b>	<b>1,967.40</b>	<b>2,318.43</b>
<b>2</b>	<b>Current Liabilities</b>						
a)	Trade Payables		0.11	242.73	193.30	149.41	258.34
b)	Other Current Liabilities		8.47	50.66	21.97	112.63	137.18
c)	Short-term provisions	0.72	35.09	133.87	144.92	147.26	161.98
d)	Short-term Borrowings						
	<b>Total Current Liabilities (B)</b>	<b>0.72</b>	<b>43.67</b>	<b>427.26</b>	<b>360.19</b>	<b>409.29</b>	<b>557.51</b>
<b>3</b>	<b>Net Working Capital Requirements (A-B)</b>	<b>70.50</b>	<b>98.00</b>	<b>196.57</b>	<b>262.08</b>	<b>1,558.11</b>	<b>1,760.92</b>
<b>4</b>	<b>Non-Current Investments</b>		15.3077	16.6541	16.6541	16.6541	16.6541
	<b>Total Funding Requirement</b>	<b>70.50</b>	<b>98.00</b>	<b>196.57</b>	<b>262.08</b>	<b>1,558.11</b>	<b>1,760.92</b>
<b>5</b>	<b>Funding Pattern</b>						
a)	Current Borrowings from Banks, Financial Institutions and Others, Internal Accruals and Equity						
b)	Share Capital	1.00	1.00	1.00	1.00	277.00	277.00
c)	Reserves and Surplus	84.80	113.47	242.42	299.71	2.42	334.04
d)	Other Long-term liabilities						
e)	Long-term provisions			15.35	15.35	15.35	15.35
c)	Proceeds from the Issue					2,000.00	

S. No.	Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023	As at March 31, 2024	As at March 31, 2025
		(Actual)	(Actual)	(Actual)	(Actual)	(Estimated)	(Estimated)
	<b>Total</b>	<b>85.80</b>	<b>114.47</b>	<b>258.77</b>	<b>316.06</b>	<b>2,294.77</b>	<b>626.39</b>

### *Holding Period (Number of Days)*

The table below contains the details of holding period (in number of days) for Fiscal 2023, Fiscal 2022 and Fiscal 2021 and the estimated holding period (in days) for the Fiscal 2024 and the assumptions based on which the working plan projections have been made and approved by our Board of Directors in their meeting held on October 25, 2023:

Particulars	Number of days for the year ended				
	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
	(Actual)	(Actual)	(Actual)	(Estimated)	
<b>Current Assets</b>					
Trade Receivables	-	58.00	402.20	1,023.55	1,947.25
<b>Current Liabilities</b>					
Trade Payables	-	0.11	242.73	149.41	258.34

The table below sets forth the key assumptions for holding period levels:

S. No.	Particulars	Assumptions
<b>Current Assets</b>		
1.	Trade Receivables	Our Company gives credit facility to its customers in the normal course of business with credit terms of 45 days from the date of invoice. We shall continue providing credit facility to our customers with the credit term of 45 days from the date of invoicing.
<b>Current Liabilities</b>		
1.	Trade Payables	Our Company receive the credit from Suppliers / Vendors in the normal course of business for 45 days from the date of invoice for technical services and 15 days for others. We expect to receive a credit from Suppliers / Vendors in the normal course of business for 45 days from the date of invoice for technical services and 15 days for others

## 2. **General Corporate Purposes**

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes and the business requirements of our Company as approved by the Board, from time to time, subject to such amount not exceeding 25% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include, without limitation, meeting ongoing general corporate contingencies, strengthening marketing capabilities and brand building exercises, enhancing our technology related infrastructure, strategic initiatives and acquisition and/or funding any shortfall in any of the abovementioned objects. 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.

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.

### Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs. The expenses of this Issue include, among others, listing fees, selling commission and brokerage, fees payable to the LM, Legal Advisor to the Issue, Registrar to the Issue, Escrow Collection Bank(s) and Sponsor Bank to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to Members of the Syndicate, Registered Brokers, CRTAs, SCSBs and CDPs, printing and stationery expenses, advertising and marketing expenses, fee payable to consultants and auditors for deliverables in connection with the Issue and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange.

All Issue expenses will be borne, upon successful completion of the Issue, by our Company in accordance with applicable law.

The break-up of the estimated Issue expenses are as follows:

(₹ in lakhs)			
Particulars	Estimated Expenses <sup>(1)</sup>	As a % of the total estimated Issue Expenses <sup>(1)</sup>	As a % of the total Issue Size <sup>(1)</sup>
Fees payable to the LM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]%	[●]%
Selling Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Issue and fee payable to the Sponsor Bank for Applications made by RIIs. Brokerage, underwriting commission and selling commission and applying charges for Members of the Syndicate, Registered Brokers, CRTAs and CDPs <sup>(2)(3)(4)(5)(6)</sup>	[●]	[●]%	[●]%
Fees payable to the Registrar of the Issue	[●]	[●]%	[●]%
Fees payable to the other advisors to the Issue/ Company	[●]	[●]%	[●]%
<b>Other Expenses</b>			
a. Listing fees, SEBI fees, Stock Exchange processing fees, ASBA software fees, and other regulatory expenses	[●]	[●]%	[●]%
b. Printing and distribution of Issue Stationery	[●]	[●]%	[●]%
c. Advertising and Marketing Expenses	[●]	[●]%	[●]%
d. Fees payable to the Legal Advisor to the Issue	[●]	[●]%	[●]%
e. Miscellaneous	[●]	[●]%	[●]%
<b>Total estimated Issue expenses</b>	[●]	[●]%	[●]%

\* Issue expenses include goods and services tax, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

- (1) To be determined on finalization of the Issue Price and updated in the Prospectus prior to filing with the RoC.
- (2) Selling commission payable to the SCSBs, on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for Retail Individual Investors	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Investors	[●]% of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

Further, application charges of ₹ [●] (plus applicable goods and services tax) shall be per valid ASBA Form collected by the Syndicate, RTAs and CDPs (excluding applications made by UPI Applicants using the UPI Mechanism). The terminal from which the Application has been uploaded will be taken into account in order to determine the total application charges. No additional application charges shall be payable to SCSBs on the Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Applicants, and Non-Institutional Applicants, which are directly procured by the Registered Brokers and submitted to SCSBs for processing, shall be ₹ [●] per valid Application Form (plus

applicable goods and services tax)

- (3) No additional uploading/processing charges shall be payable by our Company to the SCSBs on the Applications Forms directly procured by them.

Processing/uploading fees payable to the SCSBs on the portion for Retail Individual Applicants and Non-Institutional Applicants which are procured by the members of the Syndicate/Sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors*	₹ [●] per valid Application Form (plus applicable taxes)
Portion for Non-Institutional Investors*	₹ [●] per valid Application Form (plus applicable taxes)

\*For each valid application.

- (4) The Processing fees for applications made by UPI Applicants using the UPI Mechanism would be as follows:

Sponsor Bank(s)*	₹ [●] per valid Application Form (plus applicable taxes) The Sponsor Bank(s) will be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs/CDPs	₹ [●] per valid application (plus applicable taxes)

The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

- (5) Selling commission on the portion for Retail Individual Applicants (including applications using the UPI Mechanism) and Non-Institutional Applicants which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

Portion for Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price  
The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also applicants by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is applicants by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

The selling commission and application charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the applicants terminal id as captured in the application Book of NSE.

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 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 applications and NIB applications up to ₹ 5 lakhs will not be eligible for brokerage.

The processing fees for applications made by UPI Applications 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

### **Interim Use of Funds**

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits only with one or more 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 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

### **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 required to be repaid from the Net Proceeds.

### **Monitoring of Utilisation of Funds**

Since the Net Proceeds do not exceed ₹ 10,000 lakhs, in terms of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half-yearly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the objects of the Issue as stated above.

### **Variation in Objects of the Issue**

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Tamil, the vernacular language of the jurisdiction where our Registered Office is situated in accordance with the Companies Act, 2013 and applicable rules. Our Promoter will 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, in accordance with Section 13(8) and other applicable provisions of the Companies Act, our Articles of Association, and the SEBI ICDR Regulations.

### **Appraising Entity**

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank or financial institution or other independent agency.

### **Other Confirmations**

No part of the Net Proceeds will be utilized by our Company as consideration to the Promoters, members of the Promoter Group, the Directors, our Group Company(ies), our Key Managerial Personnel or our Senior Management Personnel. Our Company has not entered into or is not planning to enter into any arrangement / agreements with the Promoter, members of the Promoter Group, the Directors, our Group Company(ies), our Key Managerial Personnel or our Senior Management Personnel in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as set out above.

## BASIS FOR OFFER PRICE

The Price of [●] per Equity share is determined by our Company in consultation with the Lead Manager, on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 2/- each and the Issue Price of [●] is [●] times the face value.

Investors should also refer to "*Our Business*", "*Risk Factors*", "*Restated Financial Information*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Other Financial Information*" on pages 105, 28, 158, 198 and 194, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

We believe that our business strengths listed below enable us to remain competitive in the business:

- Customized Solutions
- Specialized Recruitment and Assessment
- Strategic Partnership
- Global Presence
- Diversified business across several verticals
- Strong execution capabilities with industry experience
- Existing client relationship
- Quality Assurance
- Experienced Management Team

For more details on quantitative factors, please refer to chapter "*Our Business- Competitive Strengths*" on page 107.

### Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For more details, please refer to "*Restated Financial Information*" on page 158.

Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

#### I. Basic and Diluted Earnings per Share ("EPS")

Fiscal Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2023	5.03	5.03	3
March 31, 2022	1.47	1.47	2
March 31, 2021	0.08	0.08	1
<b>Weighted Average</b>	<b>3.02</b>	<b>3.02</b>	<b>6</b>
June 30, 2023*	2.43	2.43	

\*Not Annualized

#### Notes:

- (1) Earnings per Share are in accordance with Accounting Standard –0 - Earnings per Share, notified under the Companies (Accounting Standards) Rules, 2006, as amended
- (2) Basic Earnings per Equity Share (₹) = Profit for the year, as restated divided by Weighted average number of equity shares outstanding during the period/year
- (3) Diluted Earnings per Equity Share (₹) = Profit for the year, as restated divided by Weighted average number of diluted equity shares outstanding during the period/year
- (4) Weighted Average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- (5) The figures disclosed above are based on the Restated Financial Statements.

## II. Price to Earning ("P/E") Ratio in relation to the Issue Price ₹ [●] per Equity Share:

Particulars	P/E Ratio (number of times)*
Based on Basic and Diluted EPS of ₹ 5.03 for Fiscal 2023	-
Based on Weighted Average EPS of ₹ 3.02	-

\*To be updated after finalization of the Issue Price.

## III. Industry Peer Group P/E ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	Industry P/E (number of times)
Highest	227.97
Lowest	85.05
<b>Average</b>	<b>156.51</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) Moschip Technologies Limited and ASM Technologies Limited, which are listed on BSE Limited, are considered for Industry Peer Group and the financial information for the respective listed industry peers is sourced from the financial statements of the relevant companies for Fiscal 2023, as available on the websites of the Stock Exchange.

## IV. Return on Networth ("RoNW")

Fiscal Year ended	RoNW (%)	Weight
March 31, 2023	49.87%	3
March 31, 2022	29.14%	2
March 31, 2021	2.28%	1
<b>Weighted Average</b>	<b>35.03%</b>	
June 30, 2023*	19.44%	

\*Not Annualized

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the year.
- (3) Net worth = Equity Share capital plus Reserves and Surplus

## V. Net Asset Value per Equity Share (Face Value of ₹ 10/- each)

Particulars	NAV per Equity Share (₹)
As on June 30, 2023	12.52
As on March 31, 2023	10.09
<b>After the Completion of the Issue:</b>	
- At Floor Price	[●]
- At Cap Price	[●]
- At Issue Price	[●]

Notes:

- (1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the year divided by number of equity shares outstanding as at the end of the /year as per Restated Financial Statements.

## VI. Comparison with Listed Industry Peers

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

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

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on October 20, 2023 (₹ per share)^	Revenue from Operations (₹ in Lakhs)	EPS (₹)		ROCE (%)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Opalforce Software India Limited	Consolidated	2	N.A.	1,401.18	5.03	5.03	10.09	[●]#	49.87	8.65	[●]#
<b>PEER GROUP</b>											
Moschip Technologies Limited	Consolidated	2	86.63	19,835.54	0.38	0.35	8.77	227.97	5.46	3.11	7.93
ASM Technologies Limited	Consolidated	10	455.85	13,915.00	5.36	5.36	18.73	85.05	9.96	3.24	3.60

\*Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2023.

^As on October 20, 2023

#Will be updated in the Prospectus.

Source: All the financial information for listed industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2023, as available on the websites of the Stock Exchange.

### Notes for peer group:

1. P/E Ratio has been computed based on the closing market price of equity shares on BSE on October 20, 2023 divided by the Basic EPS as at March 31, 2023.
2. Return on Net Worth (%) = Profit for the year ended March 31, 2023 divided by Total Equity of the Company as on March 31, 2023.
3. Market capitalisation to revenue from operations has been calculated as market capitalisation of the Company as on October 20, 2023 divided by revenue from operations for Fiscal 2023.
4. Market capitalisation of the Company as on October 20, 2023 is the product of equity shares outstanding as of October 20, 2023 and closing market price as on October 20, 2023.

The trading price of the Equity Shares could decline due to the factors mentioned in the section "Risk Factors" on page 28 and any other factors that may arise in the future and you may lose all or part of your investments.

## VII. Financial Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our listed peers. The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Issue Price.

Key Performance Indicators	(₹ in lakhs except percentages and ratios)		
	March 31, 2023 <sup>#</sup>	March 31, 2022 <sup>#</sup>	March 31, 2021 <sup>#</sup>
Revenue from Operations	1,401.18	471.41	2.16
Total Revenue	1,401.24	471.41	2.16
Gross Profit <sup>(1)</sup>	744.42	324.48	2.16
Gross Margin <sup>(2)</sup> %	53.13%	68.83%	100.00%
EBITDA <sup>(3)</sup>	190.64	28.84	1.42

Key Performance Indicators	March 31, 2023 <sup>#</sup>	March 31, 2022 <sup>#</sup>	March 31, 2021 <sup>#</sup>
EBITDA Margin <sup>(5)</sup>	13.60%	6.12%	65.67%
Profit After Tax for the Year ("PAT")	128.95	24.27	1.42
PAT Margin <sup>(6)</sup>	9.20%	5.15%	65.67%
ROE <sup>(7)*</sup>	0.66	0.34	0.02
ROCE <sup>(4)(8) *</sup>	0.69	0.23	0.02
Net Debt/ EBITDA <sup>(9)</sup>	0.08	0	0

<sup>#</sup>As certified by the Statutory Auditor vide their certificate dated October 20, 2023.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated October 20, 2023.

#### Explanation for the Key Performance Indicators

- Gross Profit is calculated as Revenues from operations less cost of goods sold, whereas cost of goods sold is calculated as sum of opening balance of inventory for the period/year plus cost of material consumed and construction expenses during the period/year less closing balance of inventory for the period/year.
- Gross margin is calculated as Gross Profit as a percentage of Revenue from operations
- EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
- EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
- EBITDA Margin is calculated as EBITDA as a percentage of Total Revenue.
- PAT Margin is calculated as profit after tax for the year as a percentage of Total Revenue.
- Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.
- Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total liabilities less goodwill, other intangible assets, Right-of-use assets and Deferred tax assets (Net), if any, plus total borrowings (including lease liabilities) as at the end of the period/year.
- Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for 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 Exchanges, or until the utilization of Issue Proceeds as per the disclosure made in the section "Objects of the Issue" starting on page 78 of this Draft Red Herring Prospectus, whichever is later, or for such other period as may be required under the SEBI ICDR Regulations.

#### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in 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.
Gross Profit	Gross Profit provides information regarding operational efficiency of the business.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the operational profitability and financial performance of our business.
EBITDA (₹ in 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 (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

#### WEIGHTED AVERAGE COST OF ACQUISITION:

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



There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

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

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

**c) Price per share based on the last five primary or secondary transactions;**

Since there are no transactions to report to under (a) or (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Draft Red Herring Prospectus, irrespective of the size of transactions is not required, are not applicable.

**d) Weighted average cost of acquisition, floor price and cap price:**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹[•])	Cap Price (₹[•])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent 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), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoters / promoter group entities or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing 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.	N.A.	N.A.	N.A.

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹[●])	Cap Price (₹[●])
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoters /promoter group entities or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.	N.A.	N.A.	N.A.

**VIII. Detailed explanation for Issue Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) along with our Company's key financial and operational metrics and financial ratios for Fiscal 2023, 2022 and 2021.**

[●]\*

*\*To be included on finalization of price band*

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

[●]\*

*\*To be included on finalization of price band*

The Issue price is [●] times of the face value of the Equity Shares. The Issue Price of ₹ [●] has been determined by our Company, in consultation with the Lead Manager 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's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 28, 105, 198 and 158 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*" on page 28 and you may lose all or part of your investment.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

### Statement of possible special tax benefits available to the Company and its Shareholders Independent Auditor's Report on Statement of Special Tax Benefits

To,

**The Board of Directors**

**Opalforce Software India Limited**

3<sup>rd</sup> Floor, AWFIS Space GK Mall,

Sr No. 133/1/3, 161, 11 Pimple Saudagar,

Sangavi, Pune – 411 027, Maharashtra, India

**Subject: Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the "Regulations")**

We hereby report that the enclosed annexure prepared by Opalforce Software India Limited, states the possible special tax benefits available to Opalforce Software India Limited (the "**Company**") and the shareholders of the Company, under the Income Tax Act, 1961 ("**Act**"), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the 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 the business imperatives, 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 shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (the "**Issue**") by the Company.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, 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 issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Katariya & Munot**

Chartered Accountants

**Firm Registration No.:** 128438W

**Peer Review Certificate No.:** 012259

**CA Poonam Katariya**

**Partner**

**Membership No:** 119638

**UDIN:** 23119638BGUJCH9502

**Place:** Pune

**Date:** October 20, 2023

## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS**

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

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

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

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

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

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

Note:

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

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 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.

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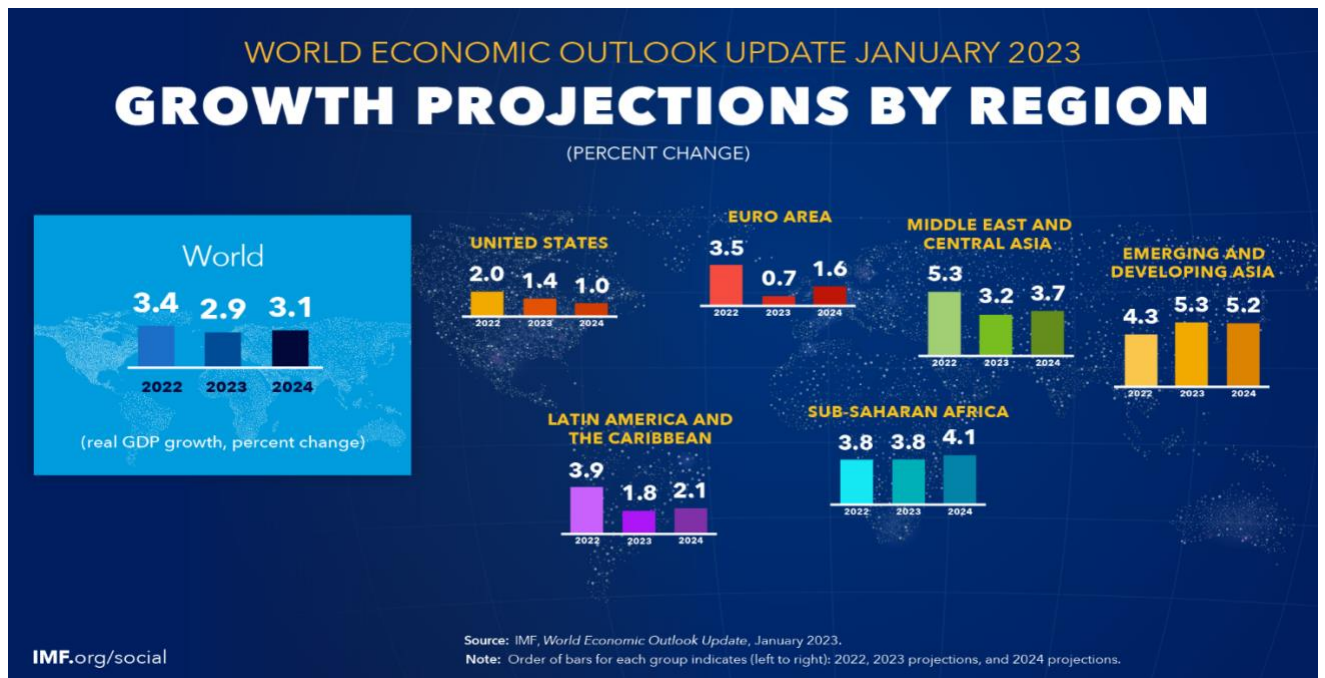
**SECTION V – ABOUT THE COMPANY**  
**INDUSTRY OVERVIEW**

**GLOBAL ECONOMY**

Global growth is projected to fall from an estimated 3.4 percent in 2022 to 2.9 percent in 2023, then rise to 3.1 percent in 2024. The forecast for 2023 is 0.2 percentage point higher than predicted in the October 2022 World Economic Outlook (WEO) but below the historical (2000–19) average of 3.8 percent. The rise in central bank rates to fight inflation and Russia’s war in Ukraine continue to weigh on economic activity. The rapid spread of COVID-19 in China dampened growth in 2022, but the recent reopening has paved the way for a faster-than-expected recovery. Global inflation is expected to fall from 8.8 percent in 2022 to 6.6 percent in 2023 and 4.3 percent in 2024, still above pre-pandemic (2017–19) levels of about 3.5 percent.

The balance of risks remains tilted to the downside, but adverse risks have moderated since the October 2022 WEO. On the upside, a stronger boost from pent-up demand in numerous economies or a faster fall in inflation is plausible. On the downside, severe health outcomes in China could hold back the recovery, Russia’s war in Ukraine could escalate, and tighter global financing conditions could worsen debt distress. Financial markets could also suddenly reprice in response to adverse inflation news, while further geopolitical fragmentation could hamper economic progress.

In most economies, amid the cost-of-living crisis, the priority remains to achieve sustained disinflation. With tighter monetary conditions and lower growth potentially affecting financial and debt stability, it is necessary to deploy macro-prudential tools and strengthen debt restructuring frameworks. Accelerating COVID-19 vaccinations in China would safeguard the recovery, with positive cross-border spillovers. Fiscal support should be better targeted at those most affected by elevated food and energy prices, and broad-based fiscal relief measures should be withdrawn.

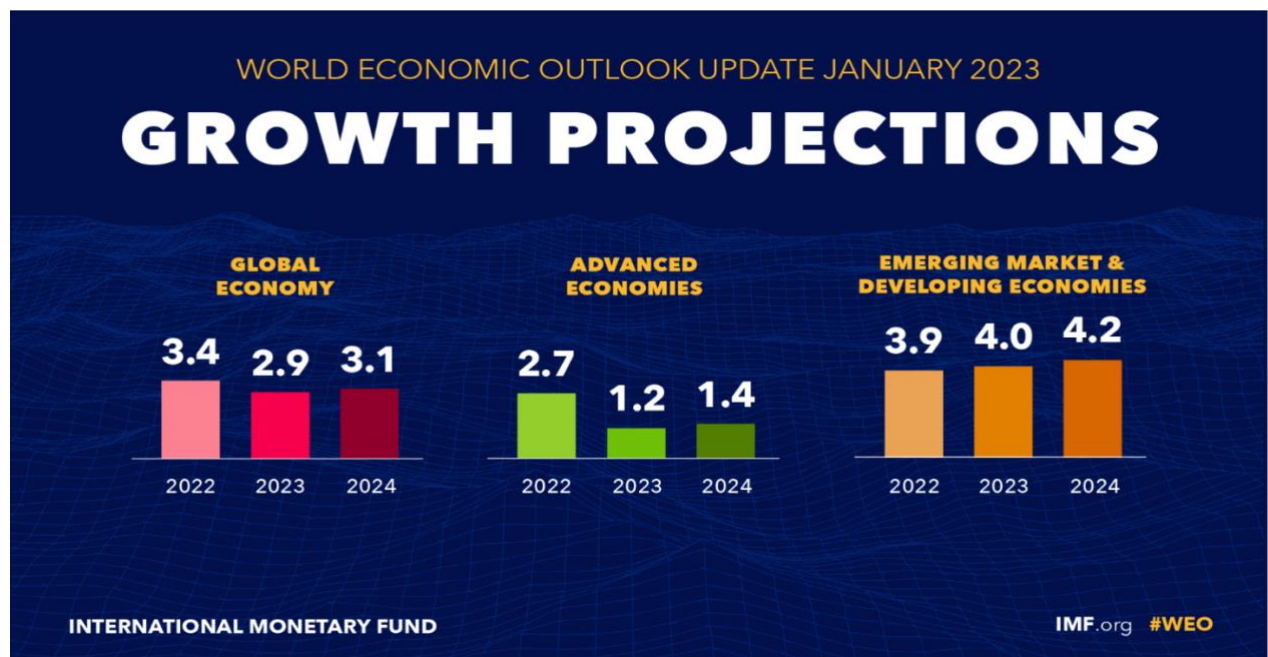


**Emerging Market and Developing Economies**

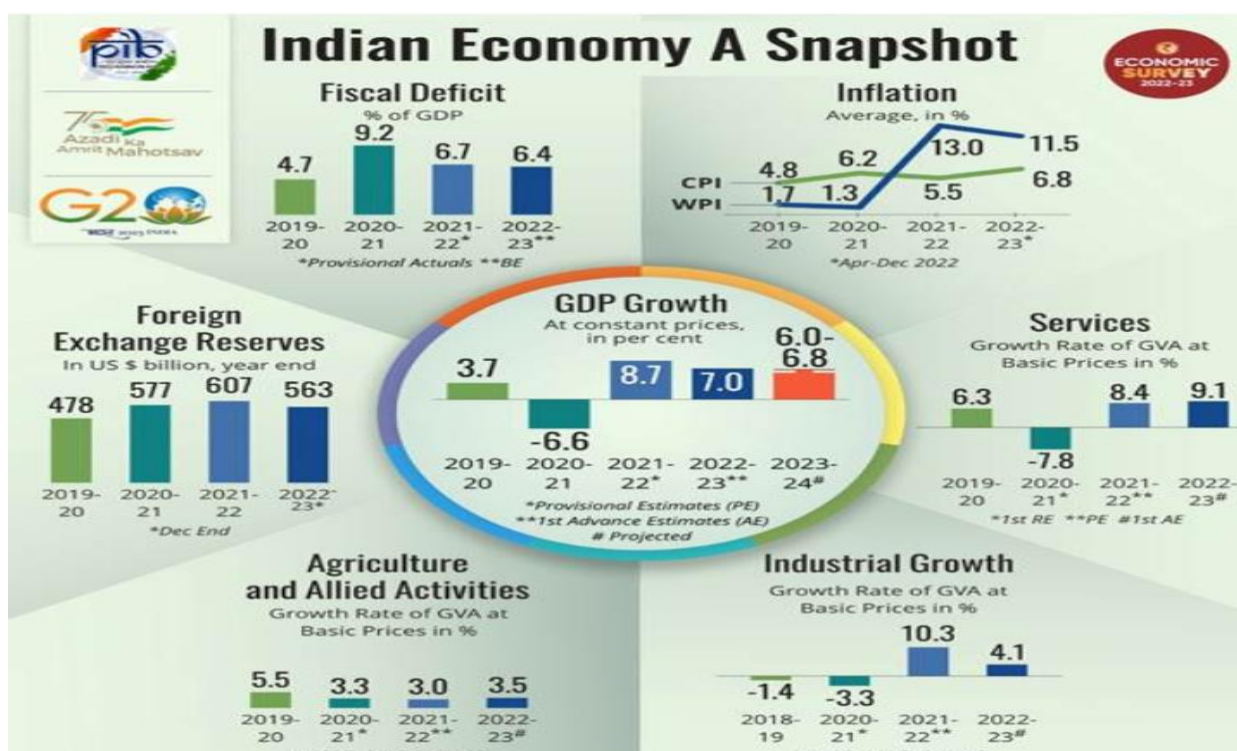
For emerging market and developing economies, growth is projected to rise modestly, from 3.9 percent in 2022 to 4.0 percent in 2023 and 4.2 percent in 2024, with an upward revision of 0.3 percentage point for 2023 and a downward revision of 0.1 percentage point for 2024. About half of emerging market and developing economies have lower growth in 2023 than in 2022.

Growth in emerging and developing Asia is expected to rise in 2023 and 2024 to 5.3 percent and 5.2 percent, respectively, after the deeper-than-expected slowdown in 2022 to 4.3 percent attributable to China’s economy. China’s real GDP slowdown in the fourth quarter of 2022 implies a 0.2 percentage point downgrade for 2022 growth to 3.0 percent—the first time in more than 40 years with China’s growth is below the global average. Growth in China is projected to rise to 5.2 percent in 2023, reflecting rapidly improving mobility, and to fall to 4.5 percent in 2024 before settling at below 4 percent over the medium term amid declining business dynamism and slow progress on structural reforms. Growth in India is set to decline from 6.8 percent in 2022 to 6.1 percent in 2023 before picking up to 6.8 percent in 2024, with resilient domestic demand despite external headwinds. Growth in the ASEAN-5 countries (Indonesia, Malaysia, Philippines, Singapore, and Thailand) is similarly projected to slow to 4.3 percent in 2023 and then pick up to 4.7 percent in 2024.

Src: <https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023>



## OVERVIEW OF THE INDIAN ECONOMY

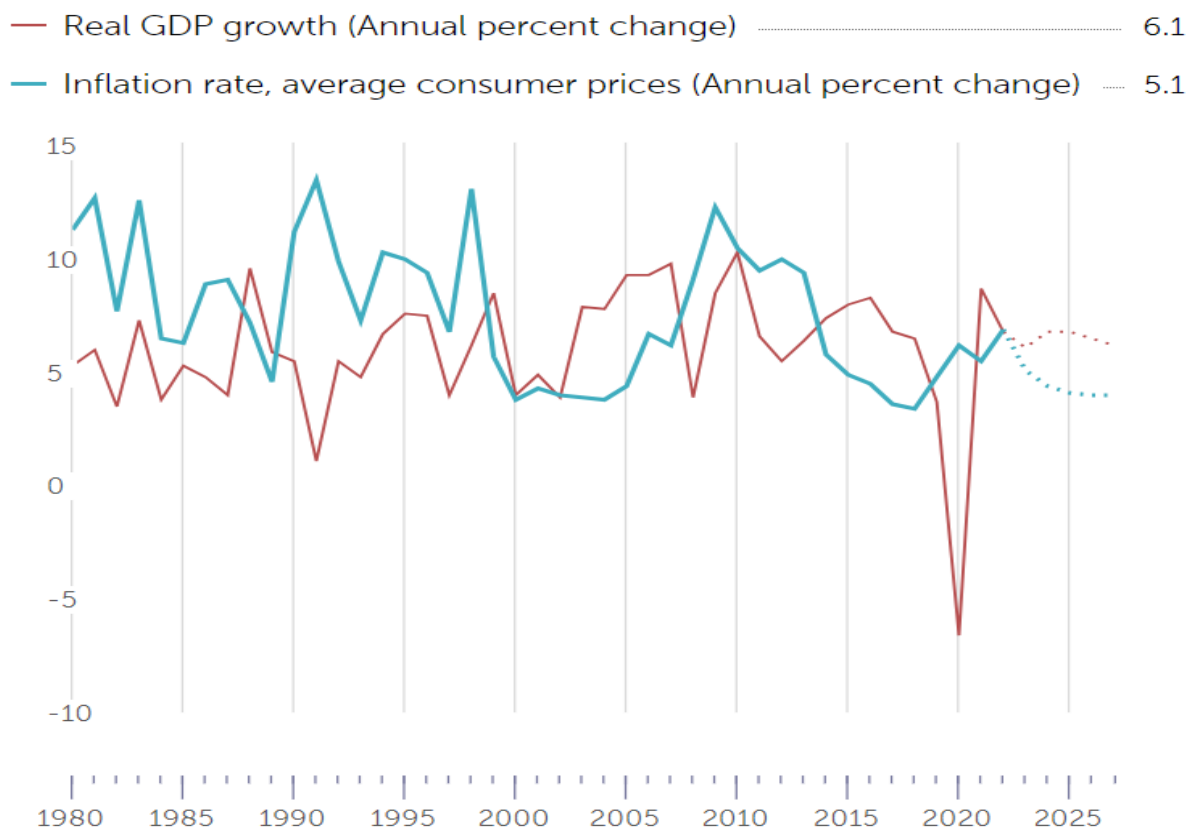


Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of the COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating 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. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 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.

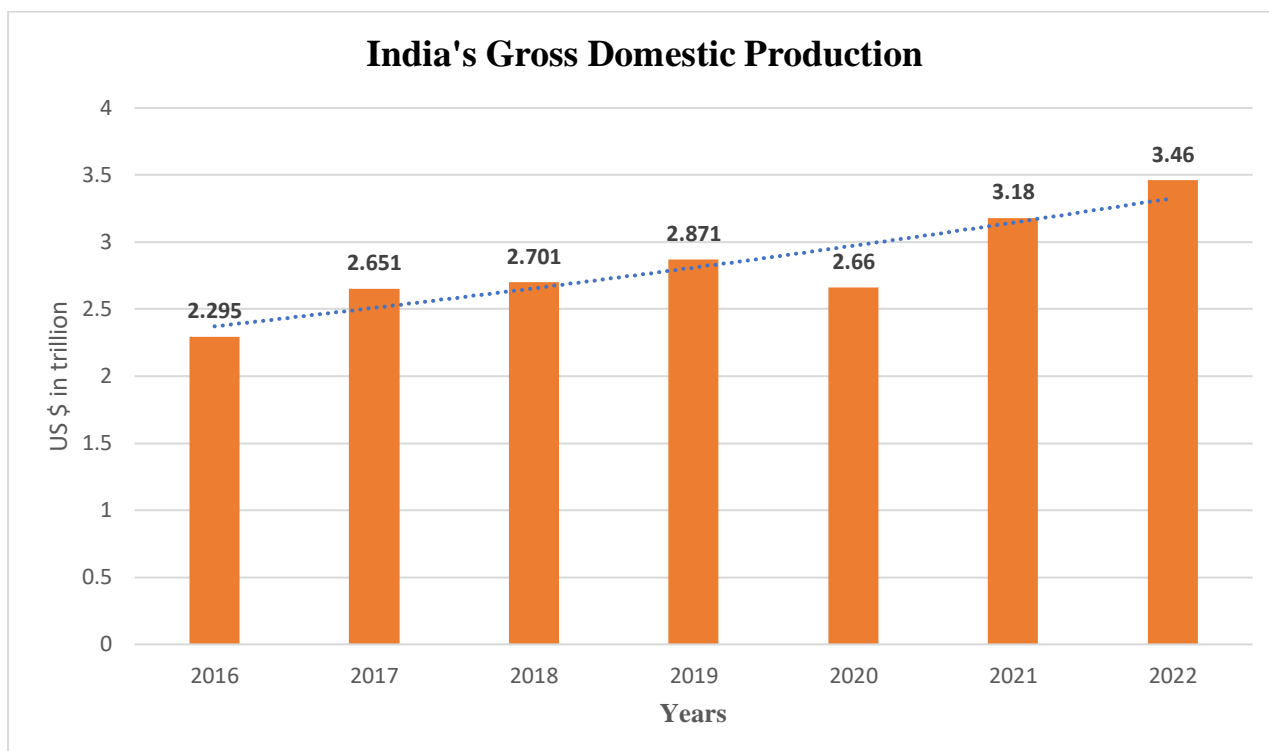




India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

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 2.1% of GDP in the first quarter of FY 2022-23.

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



#### **Road Ahead**

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. 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 as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second-highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 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.

#### **Global Information and Technology Industry Overview**

Information technology (IT) is the use of computers, storage, networking and other physical devices, infrastructure and processes to create, process, store, secure and exchange all forms of electronic data.

The main type of information technology (IT) are IT services, computer hardware, telecom, and software products. Computer hardware is the physical components that a computer system requires to function and encompasses everything within a PC or laptop. The services are used by large, small, and medium enterprises of financial services, retail and wholesale, manufacturing, healthcare and others.

The information technology (IT) market research report is one of a series of new reports from The Business Research Company that provides information technology (IT) market statistics, including information technology (IT) industry global market size, regional shares, competitors with information technology (IT) market share, detailed information technology (IT) market segments, market trends and opportunities, and any further data you may need to thrive in the information technology (IT) industry. This information technology (IT) market research report delivers a complete perspective of everything you need, with an in-depth analysis of the current and future scenario of the industry.

The global information technology market grew from \$8179.48 billion in 2022 to \$8852.41 billion in 2023 at a compound annual growth rate (CAGR) of 8.2%. The Russia-Ukraine war disrupted the chances of global economic recovery from the COVID-19 pandemic, at least in the short term. The war between these two countries has led to economic sanctions on multiple countries, a surge in commodity prices, and supply chain disruptions, causing inflation across goods and services and affecting many markets across the globe. The information technology market is expected to grow to \$11995.97 billion in 2027 at a CAGR of 7.9%.

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

The outbreak of COVID-19 disease (COVID-19) has acted as a significant restraint on the information technology market in 2020 as supply chains were disrupted due to trade restrictions and employees working for these establishments faced difficulties related to infrastructure and communication owing to lockdowns imposed by governments globally, forcing them to work from home. COVID-19 is an infectious disease with flu-like symptoms including fever, cough, and difficulty in breathing. The virus was first identified in 2019 in Wuhan, Hubei province of the People's Republic of China and spread globally, including Western Europe, North America, and Asia. Steps by national governments to contain the transmission have resulted in a decline in economic activity, with countries entering a state of 'lock down,' and the outbreak had a negative impact on businesses throughout 2020 and into 2021. However, it is expected that the information technology market will recover from the shock across the forecast period as it is a 'black swan event and not related to ongoing or fundamental weaknesses in the market or the global economy.

Over the past five years there has been an increasing prevalence of low cost open source alternatives. Open source has become a preferred platform for developing new technology. In the past, software publishers would open source software that was not making money, but now companies are open sourcing software to increase their presence and share in the market. Supabase, a YC-incubated startup that offers developers an open-source alternative, announced that it had raised a \$6 million in funding to create new open-source tools.

Major companies in the information technology (IT) market include Apple, Microsoft, Verizon Communications, China Mobile, AT&T Inc., Huawei, Deutsche Telekom AG, Dell Technologies Inc., Samsung Electronics Co., Ltd. and Comcast Corporation.

Asia-Pacific was the largest region in the information technology (IT) market in 2022. North America was the second largest region of the information technology market. The regions covered in the information technology market are AsiaPacific, Western Europe, Eastern Europe, North America, South America, Middle East, and Africa.

The countries covered in the information technology (IT) market are Argentina, Australia, Austria, Belgium, Brazil, Canada, Chile, China, Colombia, Czech Republic, Denmark, Egypt, Finland, France, Germany, Hong Kong, India, Indonesia, Ireland, Israel, Italy, Japan, Malaysia, Mexico, Netherlands, New Zealand, Nigeria, Norway, Peru, Philippines, Poland, Portugal, Romania, Russia, Saudi Arabia, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Thailand, Turkey, UAE, UK, USA, Venezuela and Vietnam.

The information technology (IT) market consists of revenues earned by entities by providing IT services such as computer networking, broadcasting, systems design services and information distribution technologies like television and telephones and other equipment used during the process. The market value includes the value of related goods sold by the service provider or included within the service offering. The information technology market also includes sales of computers, computer peripherals and telecommunications equipment which are used in providing IT services. Values in this market are 'factory gate' values, that is the value of goods sold by the manufacturers or creators of the goods, whether to other entities (including downstream manufacturers, wholesalers, distributors and retailers) or directly to end customers. The value of goods in this market includes related services sold by the creators of the goods. Only goods and services traded between entities or sold to end consumers are included.

The market value is defined as the revenues that enterprises gain from the sale of goods and/or services within the specified market and geography through sales, grants, or donations in terms of the currency (in USD, unless otherwise specified).

## **INDIAN INFORMATION AND TECHNOLOGY INDUSTRY OVERVIEW**

Indian IT's core competencies and strengths have attracted significant investment from major countries and companies. In November 2022, ICICI Bank introduced two new products for its NRI clients - Loan against Deposits (LAD) and Dollar Bonds, at its branch in GIFT City.

In November 2022, Amazon Web Services announced the launch of its second AWS infrastructure region in India - the AWS Asia Pacific (Hyderabad) Region. By 2030, it is anticipated that the region will support more than 48,000 full-time jobs annually thanks to investments totalling more than US\$ 4.4 billion in India.

In November 2022, Google established a partnership with local gaming startup SuperGaming through its Google Cloud division. As part of the collaboration, game developers who use Google Cloud to create, host, and distribute their games will have access to SuperGaming's SuperPlatform game engine.

HDFC Bank has partnered with Flywire to enable their customers to make fee payments digitally to overseas colleges and universities.

In August 2022, Network People Services Technologies (NPST) announced that it was working on a banking super app. The high-end platform can be used by banks, fintech companies, and other BFSI players, and it will offer a seamless user experience with all banking, financial, and transactional services combined into a robust, smart app.

In August 2022, PwC India announced that it was planning to hire 10,000 employees in the cloud and digital technologies space over the next five years.

In October 2022, PE/VC investments in the technology sector stood at US\$ 157 million across 12 deals.

The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 88.94 billion between April 2000-June 2022. The sector ranked second in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 14.70% of the cumulative FDI inflows.

In July 2022, the Union Bank of India (UBI) launched a Metaverse Virtual Lounge and Open Banking Sandbox environment in partnership with Tech Mahindra.

In June 2022, ZStack International, a worldwide market leader in cloud computing, IaaS and PaaS solutions, announced that they were entering into India and the SAARC Region.

In June 2022, Redington India, an IT provider, entered into a multi-year strategic agreement with Amazon Web Services (AWS) to drive cloud technology adoption in India.

American-Irish consumer credit reporting company Experian is planning a major expansion of its global innovation centre (GIC) in Hyderabad to about 4,000 employees over the next three to five years. According to

sources, GIC will concentrate on employing emerging technologies in the BFSI (banking, financial services, and insurance) sector, including cloud computing, big data analytics, artificial intelligence, and machine learning. In 2021, PE investments in the IT sector stood at US\$ 23.4 billion.

India's IT startup ecosystem has received record investments of nearly US\$ 36 billion in privately held companies in 2021, up from US\$ 11 billion in 2020.

In March 2022, Licious, India's largest tech-first, fresh animal protein brand, raised US\$ 150 million in a Series F2 funding round.

In March 2022, Byju's raised US\$ 800 million in funding as part of a pre-IPO round, which values the Bengaluru-based company at about US\$ 22 billion.

In March 2022, debt marketplace CredAvenue raised US\$ 137 million in a funding round led by Insight Partners, B Capital Group and Dragoneer Investment Group, which propelled the startup's valuation to US\$ 1.3 billion. In February 2022, Hasura, a software company which helps developers with tools, raised US\$ 100 million in a fresh funding round led by Greenoaks Capital, which elevate the company into a unicorn.

In January 2022, Google announced plans to invest US\$ 1 billion in India's Bharti Airtel Ltd. to push India's digital ecosystem. Amazon has partnered with Airtel to sell Amazon Web Services (AWS) to its customers and intends to inject US\$ 1.6 billion in their two upcoming data centres in Hyderabad. In November 2021, Wipro partnered with TEOCO to build solutions for communication service providers (CSPs) to improve network automation, efficiency, flexibility and reliability. In August 2021, Tata Consultancy Services was adjudged a leader in the NelsonHall NEAT for CX Services in Banking, Financial Services and Insurance (BFSI)

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

## **GLOBAL IT STAFFING AND CONSULTANCY INDUSTRY**

As per the current market research conducted by CMI Team, the global IT Consulting Services Market is expected to record a CAGR of 6.5% from 2023 to 2032. In 2022, the market size is projected to reach a valuation of USD 68.8 billion. By 2032, the valuation is anticipated to reach USD 88.01 billion.

Within the realm of consulting services, which encompasses a wide spectrum of IT-related expertise, professional business computer consultation, and advisory services are a subset. This domain can be segmented into four distinct tiers: professional services firms, staffing agencies, self-employed freelancers, and specialists in data security.

These IT consulting services offer enterprises a valuable resource, leveraging their wealth of knowledge, hands-on experience, and insights into the market. By engaging with IT consulting services, businesses stand to gain multifaceted advantages. These services empower enterprises to enhance their approach to various aspects such as software security, personnel management, and operational processes.

The assistance provided by IT consulting services extends to guiding businesses in designing, strategizing, fine-tuning, and effectively implementing security measures. In essence, these services contribute to the creation of a robust framework encompassing software, human resources, and operational protocols.

### **IT Consulting Services Market – Significant Growth Factors**

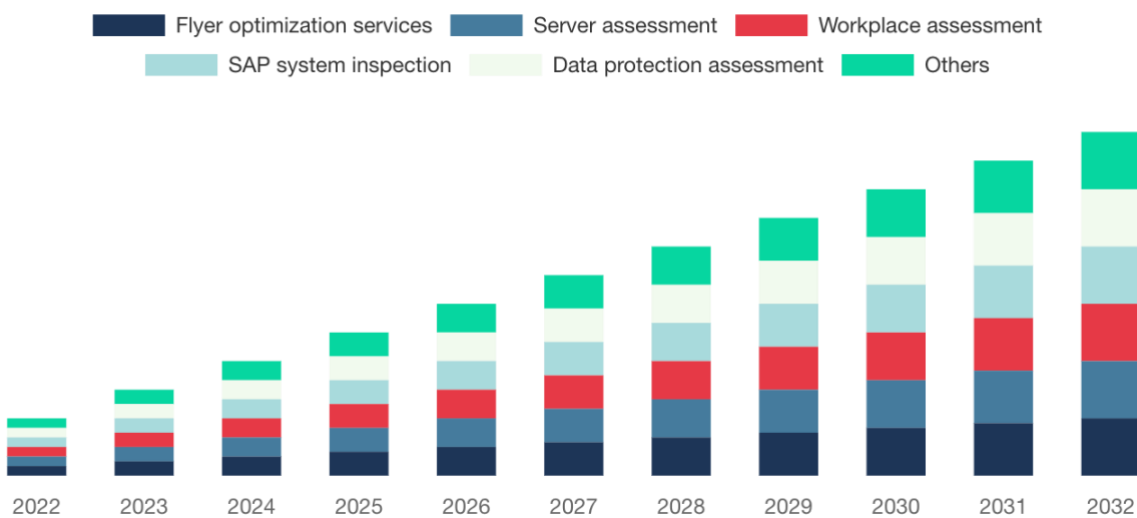
- *Technological Advancements:* Rapid advancements in technology continue to reshape industries, necessitating expert guidance to navigate complexities. IT consulting services provide businesses with insights into the latest technologies, helping them adopt and integrate solutions that enhance efficiency, innovation, and competitiveness.
- *Digital Transformation:* The ongoing shift toward digitalization has prompted businesses to overhaul their operations, processes, and customer experiences. IT consulting services play a pivotal role in guiding enterprises through digital transformation journeys, aligning technology with business objectives.
- *Complex IT Landscape:* The modern IT landscape is marked by intricacies such as cloud computing,

cybersecurity challenges, data analytics, and IoT integration. IT consulting services offer specialized expertise in these areas, helping businesses optimize their IT infrastructure for seamless operations.

- *Data Management and Analytics:* The explosion of data has led to a growing demand for data management and analytics solutions. IT consultants *assist* organizations in harnessing the power of data through proper collection, analysis, and interpretation, enabling data-driven decision-making.
- *Cybersecurity Concerns:* With the rise in cyber threats and data breaches, businesses are prioritizing cybersecurity. IT consulting services provide strategies to fortify digital defenses, ensuring data integrity, confidentiality, and compliance with regulations.
- *Flexibility and Scalability:* Many businesses seek agile and scalable IT solutions to accommodate growth and changing demands. IT consulting services offer guidance on selecting technologies and architectures that facilitate adaptability and scalability.
- *Globalization and Remote Work:* The rise of remote work and globalization has prompted businesses to establish robust IT infrastructures that support seamless collaboration and communication across geographical boundaries. IT consultants help design and implement solutions that facilitate remote work environments.
- *Industry-Specific Expertise:* Different industries have unique IT requirements. IT consulting services with industry-specific expertise provide tailored solutions that address sector-specific challenges and opportunities.

### IT Consulting and Market Acquisitions

**Global IT Consulting Services Market 2023–2032 (By Services Type)**



*Market Consolidation:* Mergers and acquisitions have led to the consolidation of smaller IT consulting firms into larger entities. This consolidation often aims to create stronger market players with broader service offerings and geographic coverage.

*Expansion of Service Portfolio:* IT consulting firms seek to enhance their service portfolios by acquiring companies specializing in complementary areas such as cloud computing, cybersecurity, data analytics, and digital transformation. This allows firms to provide clients with end-to-end solutions and address a wider range of IT challenges.

*Access to New Markets:* Acquiring firms may target companies in new geographic regions or industries, providing access to untapped markets and diversifying their client base. This expansion can also help mitigate risks associated with market fluctuations.

*Talent Acquisition:* M&A activities can facilitate the acquisition of specialized talent and expertise. Acquiring firms often aim to bring in skilled professionals from the target company, allowing for the rapid integration of knowledge and skills.

*Innovation and Technology Integration:* Acquiring innovative startups or technology-focused firms enables established IT consulting companies to infuse their services with cutting-edge technologies and methodologies, staying competitive in a fast-evolving landscape.

*Economies of Scale:* Mergers and acquisitions can lead to economies of scale, resulting in cost efficiencies through streamlined operations, shared resources, and reduced redundancies.

*Global Reach:* Acquiring or merging with firms with a global presence can help IT consulting companies expand their reach and better serve multinational clients with consistent solutions across various regions.

*Enhanced Competitive Positioning:* M&A activities can bolster the competitive position of IT consulting firms by increasing their market share, capabilities, and resources, enabling them to win larger and more complex projects.

*Client Relationships:* Acquiring a firm with established client relationships can provide immediate access to a new client base, strengthening the acquiring firm's market position.

*Diversification of Revenue Streams:* Strategic acquisitions can enable IT consulting firms to diversify their revenue streams by entering new segments or industries that are less susceptible to market fluctuations.

*Cross-Selling Opportunities:* Mergers and acquisitions can create opportunities for cross-selling services to existing clients of both the acquiring and acquired firms, thereby increasing overall revenue.

*Integration Challenges:* While M&A activities offer numerous benefits, successful integration of cultures, processes, and technologies can be challenging. Effective post-merger integration strategies are crucial to realizing the full potential of the acquired assets.

### **IT Consulting Services Market – Significant Threats**

*Technological Disruption:* Rapid technological advancements can disrupt traditional business models and service offerings. IT consulting firms need to stay updated with emerging technologies to ensure their services remain relevant and effective for clients.

*In-House IT Teams:* As organizations build stronger in-house IT capabilities, they might rely less on external consulting services. This trend could pose a threat to the demand for certain consulting services.

*Competition from Big Tech:* Large technology companies with consulting arms can directly compete with specialized IT consulting firms, leveraging their extensive resources and established client relationships.

*Economic Downturns:* During economic downturns, organizations might cut back on discretionary spending, including consulting services. A recession can lead to reduced demand for IT consulting as businesses tighten their budgets.

*Commoditization of Services:* Basic IT services are becoming more commoditized, leading to price competition and decreased margins for consulting firms that offer these services.

*Cybersecurity Concerns:* While IT consulting firms often provide cybersecurity guidance, they are not immune to cyber threats themselves. A data breach or security incident could damage their reputation and erode client trust.

*Talent Shortage:* The technology industry faces a shortage of skilled professionals. IT consulting firms need to attract and retain top talent to deliver high-quality services to clients.

*Regulatory Changes:* Changes in data protection regulations, privacy laws, or industry compliance standards can require significant adjustments to consulting services and increase the complexity of offerings.

*Client Dependence:* Relying heavily on a few key clients can expose consulting firms to financial risks if those clients reduce their consulting needs or choose to work with different providers.

*Lack of Innovation:* Failing to adapt to changing market demands and failing to innovate in service offerings can lead to stagnation and loss of relevance.

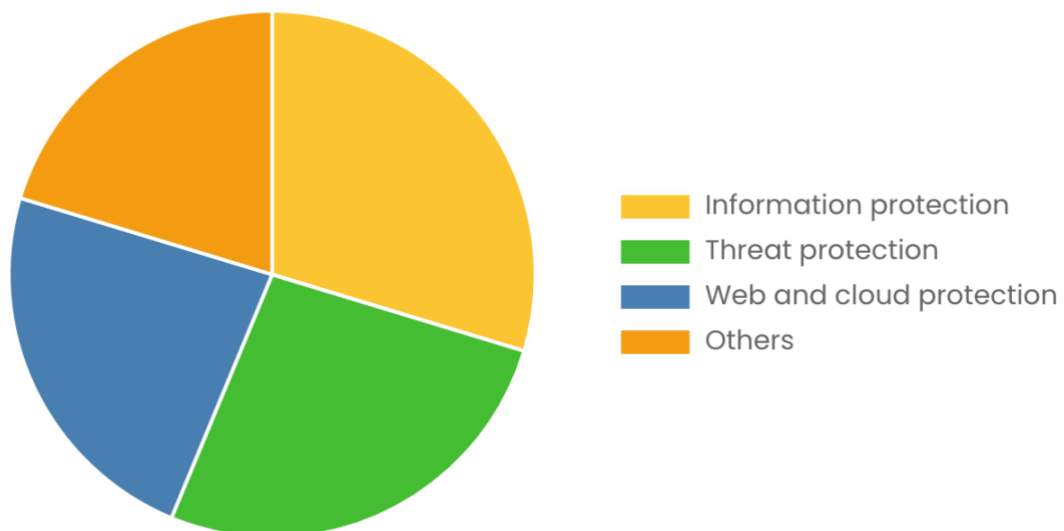
*Negative Industry Perception:* Negative perceptions of consulting firms due to past ethical breaches or subpar services can impact client trust and limit new business opportunities.

*Client Internalization of Expertise:* As clients gain expertise from prior consulting engagements, they may attempt to internalize certain capabilities, reducing their reliance on external consultants.

*Geopolitical Instability:* Political and geopolitical factors can impact business environments globally, leading to uncertainty and affecting the demand for consulting services.

*Project Delays and Cancellations:* Unforeseen changes in client priorities, budgets, or market conditions can result in project delays or cancellations, impacting revenue projections.

#### IT Consulting Services Market – Regional Analysis



*North America:* The United States and Canada are major players in the IT consulting services market. These countries have a strong technology infrastructure and a large number of businesses looking for IT solutions to enhance their operations and competitive advantage.

*Europe:* Countries within the European Union, such as the United Kingdom, Germany, France, and the Nordics, have well-established technology landscapes and a significant demand for IT consulting services. European companies often seek assistance in areas like digital transformation, cybersecurity, and compliance.

*Asia-Pacific:* This region has been experiencing rapid technological growth, with countries like China, India, Japan, and South Korea investing heavily in IT infrastructure. Businesses in these countries often require IT consulting services to adapt to digital trends and expand their global reach.

*Latin America:* While the market might not be as mature as in other regions, Latin American countries like Brazil, Mexico, and Argentina are showing increased interest in IT consulting services as they strive to improve business efficiency and innovation.

*Middle East and Africa:* This region has been witnessing technological advancement and increased adoption of digital solutions. Countries like the United Arab Emirates, Saudi Arabia, and South Africa have been investing in IT consulting services to drive digital transformation in various sectors.

(Source: <https://www.custommarketinsights.com/report/it-consulting-services-market/>)



## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward Looking Statements” on page 21 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 28 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included in this Red Herring Prospectus on page 158. Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled “Industry Overview” on page 94.*

### Overview

Our Company is engaged in providing technology and design solutions in the semiconductors industry. We offer a bouquet of services, ranging from *inter alia*, (i) design services to reputed semiconductor and technology companies; (ii) embedded systems and IoT Solutions for connected products; (iii) quality testing solutions to identify defects in semiconductor designs, improve functionality, and enhance the overall user experience of client’s applications. Our Company has experience in serving reputed semiconductor and technology companies and has requisite expertise and understanding of design and development of system and sub-systems.

Our core offerings align with the unique needs and challenges of our clients. Below are our key offerings:

1. **Design Services:** we provide comprehensive support for new product development, from concept to prototype, including industrial design, electronics, and software development.
2. **Embedded Systems and IoT Solutions:** we offer expertise in designing and developing embedded systems, IoT (Internet of Things) devices, and related software, enabling clients to create connected products.
3. **ASIC/RTL and FPGA Design:** we specialize in ASIC/RTL and FPGA design services to assist clients in developing custom integrated circuits, enhancing product performance, and speeding up time-to-market.
4. **Prototyping and Rapid Development:** we deliver rapid prototyping services to help clients quickly validate ideas and concepts, reducing development cycles and costs.
5. **Testing and Verification Services:** we offer comprehensive testing and verification services, including DFT, IP/SoC verification, and FPGA verification, to ensure product reliability and quality.
6. **Custom Software Development:** we develop specialized software solutions and applications tailored to R&D and product engineering needs, including simulation tools and control software.
7. **Electronic Design and PCB Layout:** we assist clients with electronic circuit design, PCB (Printed Circuit Board) layout, and manufacturing support for high-quality hardware development.
8. **Project Management and Consultation:** we offer project management services and consultation to help clients plan, execute, and optimize their R&D and product engineering projects effectively.
9. **Technology Integration:** we help clients integrate cutting-edge technologies such as AI, machine learning, and blockchain into their products to enhance functionality and competitiveness.
10. **Customized Training and Workshops:** we provide training and workshops to enhance the skillset of R&D and product engineering teams, enabling them to stay updated with the latest technologies and methodologies.

11. **Consulting Services:** we offer expert consultation on technology roadmaps, strategic planning, and optimizing R&D processes to improve efficiency and innovation.

We also offer training services, wherein we expose candidates to hands-on experience in working with semiconductor technologies and equipment. They receive practical training and mentorship from experienced professionals to further develop their skills and competencies. This can include assignments on real-world projects, simulations, and lab-based training.

### **Our Engagement Model**

We offer flexible and tailored engagement models designed to meet the diverse needs of our clients in the semiconductor industry. Our engagement approach is driven by a commitment to delivering exceptional value and ensuring the success of the clients' projects.

#### *Time & Material Engagement*

In the dynamic and ever-evolving world of technology, we understand that some projects require flexibility and adaptability. Our time & material engagement model offers the agility necessary to address evolving requirements and unforeseen challenges. This approach is ideal for projects with fluid scopes, enabling you to pay for the actual effort and resources utilized throughout the project's lifecycle.

#### *Outcome-Based / Scope of Work-Based Engagement*

For projects with well-defined objectives, scopes, and specific deliverables, our outcome-based and scope of work-based engagement models offer a structured and results-driven approach. We work closely with our clients to clearly define project goals, milestones, and expected outcomes. This model is particularly suitable for projects with predetermined scopes, where success is measured by achieving specific milestones and deliverables.

Our core focus lies in providing rapid and efficient AI led technology, talent and process solutions and services to the semiconductor, technology and engineering domain across various industries. Our industry-wise service offerings have been detailed below:

<b>S. No.</b>	<b>Industry verticals</b>	<b>Nature of Offerings</b>	<b>Key customers/ industries served</b>
1.	Semi-Conductor	Design & Verification	VMware
2.	R&D Product Engineering	Custom Software Design and Development	SA Technologies Inc.
3.	Technology Services	Technology consulting	Accenture PLC

We have longstanding relationships with our customers including, S A Technologies Inc, Harman International Industries Accenture, Accenture PLC, VMware, Inc., Harman International, Mindpool Technologies Private Limited. Owing to the quality of services offered by our Company and our integrated business model, our Company has served some of the most reputable and recognized brands, details of which have been provided below:



We have obtained a variety of accreditations which we maintain on an ongoing basis, for example, our Company has received certificates from Staunchly Management and Systems Services Limited certifying that the management systems of our Company have found to be compliant with information security management system standards prescribed under ISO/IEC 27001:2022 and ISO 9001:2015. Further, our Company has received certificates each dated October 16, 2023 from Revolutionary Certification Services certifying that the quality management system of our Company has been independently assessed in accordance with RCS procedures and found to comply with the requirements of CMMI LEVEL-3 and CMMI MATURITY LEVEL-5 for product engineering, embedded programming and design services. For further details, please see “Government and Regulatory Approvals – Quality Related Approvals” on page 211.

Our Company is promoted by Opalforce INC, a US based entity, which is our Promoter and Holding Company. Opalforce INC is engaged in the business of providing IT consulting and services in the area of information technology and software designing. Our Promoters and key managerial personnel have been instrumental in the growth of our business and actively advise us on corporate strategy and planning. We have a strong management team with significant industry experience. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over a decade in the industry in which our Company operates.

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in lakhs)

Particulars	Three month period ended	Fiscal		
	June 30, 2023	2023	2022	2021
Revenue from Operations	458.53	1,401.18	471.41	2.16
EBITDA	84.46	190.70	28.88	1.42
EBITDA margin	18.41	13.61	6.13	65.74
Restated profit for the year	58.67	121.26	35.52	1.97
Restated profit for the year as % of Revenue (PAT margin)	12.79	8.65	7.53	91.20
ROCE (%)	0.25	0.69	0.23	0.02
ROE (%)	0.22	0.66	0.34	0.02
Debt-to-Equity ratio	0.06	0.06	-	-

### Our Competitive Strengths

We believe that the following are our primary competitive strengths:

#### *Customized Solutions*

We are specialized in delivering personalized solutions tailored to impeccably address the distinct requirements of our clients. Our remarkable adaptability comes to the forefront as we effectively tackle an array of specific design, implementation and project needs, ranging from concise, project-oriented tasks to more extensive, strategic technology solutions. Our ability to not just comprehend but deeply grasp our clients' overarching business objectives sets us apart. This understanding serves as the cornerstone upon which we meticulously align our services & solutions, ensuring an unparalleled synergy with their unique projects and broader organizational aspirations. In essence, We demonstrate our capacity to understand our clients' business goals and align services & solutions accordingly, ensuring a perfect fit for their specific projects and organizational objectives.

### ***Specialized Recruitment and Assessment***

Our vast network of highly skilled professionals in the semiconductor and technology fields is the breadth and depth of our talent pool and the range of expertise and experience available to meet our clients' specific requirements. Our network has enabled us to achieve abilities to source and attract top talent through effective recruitment strategies and partnerships. Our expertise in recruiting and assessing talent for semiconductor and technology roles through our rigorous screening processes, technical assessments, and industry-specific evaluations that ensure we identify the most qualified candidates. We are a company that goes beyond traditional recruitment methods to identify candidates who possess the specialized skills and knowledge required in the semiconductor and technology domains.

### ***Strategic Partnerships***

We have partnerships with key industry players, educational institutions, and professional organizations in the semiconductor and technology domains. These partnerships enhance our ability to access top talent, stay abreast of industry trends, and provide clients with unique insights and resources.

### ***Global Presence***

Over the years, we have expanded our operations internationally to provide engineering consultancy services. We also have presence in USA through our Promoter and one of our group companies, SA Technologies Inc. which give us an international presence aiding us in servicing clients in various parts of the globe. We believe that we enjoy the confidence of our international customers because of our ability to extend offshore servicing, thereby assuring the customers of timely delivery and quality.

### ***Diversified business across several verticals***

We possess multi-vertical industry expertise and provide a broad spectrum of product offerings and sufferings. We provide service offerings across various sectors such as technology, semiconductors etc. Our revenues from top 5 and top 10 customers across various sectors in recent fiscals are set out below:

Particulars	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	(in %)	(₹ in lakhs)	(in %)	(₹ in lakhs)	(in %)	(₹ in lakhs)	(in %)	(₹ in lakhs)
Top 5 customers	100	458.53	100	1,401.18	100	471.41	100	2.16
Top 10 customers	100	458.53	100	1,401.18	100	471.41	100	2.16

This has helped us build solution frameworks which are enriched with domain knowledge from the relevant sector and subject matter experts across several industries.

### ***Strong execution capabilities with industry experience.***

Our Company offers technology and design services to reputed semiconductor and technology companies who offer engineering services and product development services. While offering design, technology consulting and product development services independently, we integrate our technical capabilities and deploy best available talent for providing quality services. This makes our service offerings integrated and cost competitive in nature.

Our focus is to leverage our solution oriented capabilities to offer diverse and quality solutions to our clients in a timely manner. Our team of skilled technical experts enable us to execute projects in a timely manner makes us fully integrated and enable us to provide quality work to our customers that meets the quality standards and specifications while maintaining profitability and competitiveness.

Our in-house engineering and technical team reduces our dependence on outsourcing engineering and design work to third party consultant. Our quality control heads are responsible for conducting regular inspection and tests to ensure delivery of quality services to our clients.

#### ***Existing client relationship***

We have maintained good relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

#### ***Quality Assurance***

Our Company offers quality testing solutions to identify defects in semiconductor designs, improve functionality, and enhance the overall user experience of client's applications. Accordingly, our services portfolio is designed in such a manner to include quality testing solutions to provide end to end solutions to our clients. We have received a variety of accreditations certifying the quality of services provided by our Company. Our Company has received certificates from Staunchly Management and Systems Services Limited certifying that the management systems of our Company have found to be compliant with information security management system standards prescribed under ISO/IEC 27001:2022 and ISO 9001:2015. Further, our Company has received certificates each dated October 16, 2023 from Revolutionary Certification Services certifying that the quality management system of our Company has been independently assessed in accordance with RCS procedures and found to comply with the requirements of CMMI LEVEL-3 and CMMI MATURITY LEVEL-5 for product engineering, embedded programming and design services. For further details, please see "*Government and Regulatory Approvals – Quality Related Approvals*" on page 211.

#### ***Experienced management team***

Our management team is well qualified and experienced in execution of technology and semiconductor design related projects. Our Promoter and key managerial personnel have been instrumental in the growth of our business and actively advise us on corporate strategy and planning. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over a decade in the industry in which our Company operates. We believe that our motivated team of management and key managerial personnel along with our internal systems and processes complement each other to enable us deliver high levels of client satisfaction. For details on the qualifications and experience of our senior management team, please refer to section titled "*Our Management*" beginning on page 134 of this Draft Red Herring Prospectus. We believe the strength and entrepreneurial vision of our Promoter and management has been instrumental in driving our growth and implementing our strategies.

#### ***Our Strategies***

Our business objective is to grow our revenues and profit. Our business strategy focuses on the following elements:

##### ***Expand our client base in India and focus on developing Fresh Talent***

To overcome talent shortage in India and expand our client base, we plan to implement following strategies:

*Skill Development Programs:* Collaborate with educational institutions, vocational training centers, and industry organizations to develop skill development programs tailored to the semiconductor and technology sectors. This will help bridge the talent gap by training fresh graduates and providing them with industry-relevant skills.

*Internship and Apprenticeship Programs:* We intend to establish internship and apprenticeship programs to provide hands-on training opportunities for students and recent graduates. This will enable them to gain practical experience, enhance their skills, and increase their employability in the semiconductor and technology industries.

*Talent Pipeline Development:* We will foster relationships with universities, colleges, and technical institutes to create a talent pipeline. This can involve participating in campus recruitment drives, sponsoring industry-focused projects, and offering scholarships to attract and retain top talent.

*Industry Partnerships:* We will develop partnerships with technology companies, semiconductor manufacturers, and other industry players. This collaboration will involve joint initiatives to identify and develop talent, share industry insights, and address common challenges related to talent shortage.

*Branding and Marketing:* To enhance our visibility and reputation as a go-to talent solutions provider in the Indian market, we will showcase success stories, client testimonials, and our track record of delivering exceptional talent solutions. We will leverage digital marketing strategies and industry-specific events to reach potential clients and candidates.

By implementing these strategies, we plan to expand our client base in India while simultaneously developing fresh talent to overcome the talent shortage. This approach will position our talent solutions company as a leader in the Indian market and open avenues for future growth.

#### ***Expand our operations in the US and Singapore Markets***

To expand our talent solutions offerings for Technology and Semiconductor from India to the US and Singapore, it is crucial to develop a robust expansion strategy. Below are some key strategies we have in place:

*Establish Local Presence:* We intend to set up offices and strategic partnerships in the US and Singapore to establish a local presence. This will allow us to better understand the local market dynamics, build relationships with clients and industry stakeholders, and tailor our services to meet their specific needs.

*Adaptation to Local Regulations:* We will familiarize ourselves with the legal and regulatory requirements of the US and Singapore. We will ensure compliance with employment laws, immigration regulations, and any other relevant regulations pertaining to talent solutions and staffing services.

*Network Expansion:* We plan to develop an extensive network in the US and Singapore by engaging with industry associations, attending relevant events, and forging partnerships with local businesses and educational institutions. Building strong relationships will help us gain access to new clients and tap into fresh talent pools.

*Talent Acquisition:* We intend to Recruit local talent in the US and Singapore who possess expertise in the semiconductor and technology domains. This will strengthen our understanding of the local market and provide clients with talent that is well-versed in regional industry trends and practices.

#### ***Develop new areas of growth by diversifying service offerings***

Our track record and deep experience in providing services and solutions across industry sectors has given us deep and substantive knowledge of the technology needs of a diverse range of clients. This enables us to provide a bundled solution of services to each client that is tailored to its specific needs and to attract sales professionals with industry expertise. We have commenced expanding our services.

#### ***Hire Train Deploy***

We plan to offer comprehensive Talent Solutions designed to address the evolving needs of businesses in today's competitive landscape and bridge the semiconductor talent gap. Our Hire-Train-Deploy Model will help our

customer with a strategic approach to Build and Scale high-performing teams and drive operational excellence. Our innovative Hire-Train-Deploy Model ensures a seamless integration of top-tier talent into our customer. With this approach, we intend to go beyond traditional recruitment by offering end-to-end solutions tailored to our customer specific requirements.

*Hire:* We will collaborate closely with our customer to understand clients' business needs and identify the skill sets required for your projects. Our experienced recruiters will leverage a vast network and rigorous screening processes to identify the most qualified candidates who align with client's company's culture and objectives.

*Train:* Once we identify the right talent, we will provide comprehensive training programs to enhance their skills and align them with clients' business goals. Our training modules will design in collaboration with our customers to bridge required skill gaps and ensure that the hired professionals are equipped with the necessary expertise to deliver par excellence.

*Deploy:* After thorough training, the trained & skilled professionals will be seamlessly deployed into customer's projects. Whether it's short-term assignments or long-term engagements, we will ensure a smooth transition and integration into client's team. This approach will minimizes downtime, accelerates project timelines, and maximizes the efficiency of clients' workforce.

#### ***Expand our operations globally through strategic alliances***

We collaborate with complementary service providers, industry associations, educational institutions, and technology vendors. We continue to explore strategic partnerships that can expand our reach, provide access to new clients, and enhance our credibility in the industry.

#### ***Expand existing relationships with customers***

We plan to continue to focus on customers with whom we have long-standing relationships in order to provide more sophisticated, higher margin services. We intend to continue to grow our business by enhancing our existing relationships and increasing the scope of engagements with our clients by expanding the breadth of services we offer, pursuing excellence in delivery through innovative practices and leveraging our industry experience.

#### ***Business Development and Brand Promotion***

We intend to aggressively expand our reach and service offerings by increasing the size of our business development teams and brand building activities. Our brand building activities would largely be centered around undertaking advertising campaigns. To enhance our visibility and reputation as a go-to talent solutions provider in the Indian market, we plan to showcase success stories, client testimonials, and our track record of delivering exceptional talent solutions. We will leverage digital marketing strategies and industry-specific events to reach potential clients and candidates.

### **DETAILS OF OUR BUSINESS**

#### **SERVICES**

The following is the list of the services offered by us:



**Talent Solutions and Services:**

We offer the following solutions under our talent solutions and services segment:



*Skill Requirement Identification:* The process begins with a thorough understanding of the specific skill requirements within the semiconductor domain. This involves consulting with clients, analyzing industry trends, and identifying the skills in demand.

*Talent Acquisition:* Once the skill requirements are identified, talent acquisition activities are initiated. This includes sourcing candidates with relevant backgrounds and experience in semiconductor technology through job portals, professional networks, and partnerships with educational institutions.

*Candidate Screening and Assessment:* The next step involves conducting comprehensive screening and assessment of potential candidates. This may include technical interviews, written tests, and practical evaluations to evaluate their knowledge, skills, and aptitude in the semiconductor domain.

*Onboarding and Training:* After selecting the suitable candidates, the onboarding and training phase begins. Newly hired individuals are provided with orientation programs to familiarize them with the organization's



culture, policies, and processes. They also undergo specialized training programs tailored to the semiconductor domain, covering topics such as semiconductor manufacturing processes, equipment operation, quality control, and safety protocols.

*Hands-on Experience and Skill Development:* In this phase, candidates are exposed to hands-on experience in working with semiconductor technologies and equipment. They receive practical training and mentorship from experienced professionals to further develop their skills and competencies. This can include assignments on real-world projects, simulations, and lab-based training.

*Deployment and Integration:* Once the candidates have acquired the necessary skills and knowledge, they are deployed to work on semiconductor projects. They are integrated into project teams and start contributing to the client’s semiconductor initiatives under the guidance and supervision of experienced professionals.

As of June 30, 2023, our Company is offering majority of its staffing and recruitment services to one of its Group Companies, namely, SA Technologies Inc. The revenue earned during the three month period ended June 30, 2023 and the Fiscals 2023, 2022 and 2021 from the services offered to SA Technologies Inc. have been provided below:

Particulars	Three month period ended June 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue earned from SA Technologies Inc.	326.89	354.79	226.10	-

Our Company has executed a recruitment services agreement (“**Agreement**”) dated April 1, 2021 (“**Effective Date**”) with SA Technologies Inc. (“**SA Tech**”) to record terms governing the staffing and manpower consultancy services to be provided by our Company. A brief summary of the agreement has been provided below:

S. No.	Particulars	Description
1. 4.	<b>Agreement and Scope of Services</b>	SA Tech is engaged in the business of providing engineering services, product development services, etc. SA Tech has engaged our Company to provide offshore project delivery services.  SA Tech has appointed our Company as an Offshore Delivery Partner on a non-exclusive and contingency basis provide Offshore Delivery services on outcome base basis as well as professional consulting services to its clients and customers (“ <b>Services</b> ”)  SA Tech may from time to time shall forward a Project Request to our Company. Our Company is obligated to respond to every Project Request. As per the Agreement, our Company shall perform Services in a competent and professional manner in accordance with the highest professional standards and as per the scope defined in SoW
6.	<b>Professional Fees</b>	(iii) <u>OUTCOME BASED PROJECT DELIVERY</u>  <ul style="list-style-type: none"> <li>• Payments of outcome based project will be defined in the Statement of Work</li> <li>• Payments will be basis the milestones defined and delivered basis the Statement of Work</li> </ul> (iv) <u>Professional Consulting Services</u>  The payment rate of the Professional Consulting Services, Delivery Associate will be an all-inclusive hourly or daily or monthly rate which is decided in relation to the specific CANDIDATE engaged and in line with SA Tech’s requirements as to Rate and the rates will be mentioned in the applicable SOW; however, there will a scope of discussion on the rate negotiation on the particular candidate and specific skills / project scope.
8.	<b>Indemnity</b>	Our Company shall, on its own account, indemnify SA Tech and keep SA Tech harmless, if the candidate’s previous employer pursues any legal actions against SA Tech.

S. No.	Particulars	Description
9.	<b>Personal Executing Of Services</b>	Our Company undertakes to enter into written agreement with all personnel working on SA Tech's Position Request obligating them in a manner that will enable our Company to fully discharge all of its obligations hereunder including, without limitation, all obligations with respect to use and disclosure of Confidential Information.
10.	<b>Inventions, Discoveries Or Improvements</b>	Our Company shall ensure, that all the Position Request deployed to SA Tech to perform Services shall give SA Tech all reasonable assistance and execute all documents necessary to assist SA Tech in obtaining copyrights or patents covering said inventions, discoveries or improvement in any and all countries; and shall for no additional compensation execute or have executed all papers needed in applying for and obtaining any such patents to SA Tech, or as requested by SA Tech. All such inventions, discoveries and improvements (whether patented or not) shall remain the exclusive property of SA Tech.
11.	<b>Work Product</b>	Our Company has represented and warranted that it shall take all such reasonable steps to insure, all work product of every kind performed or any assignment handled by the Candidate on behalf of SA Tech and/or any deliverable derived from such work shall be sole and exclusive property of SA Tech.
12.	<b>Non-Solicitation</b>	Our Company has warranted that unless it is mutually agreed during the term of this Agreement and for a period of two (2) years after the termination of this Agreement, our Company shall not directly or indirectly recruit, hire, engage or attempt to recruit, hire engage or discuss employment with any person who is an employee or agent of the SA Tech.
13.	<b>Non-Compete</b>	Our Company has warranted that it shall not approach, unless authorized in writing, directly or indirectly customers of SA Tech to offer similar services during the term of this Agreement and for a period of two (2) years after the termination of this Agreement.
14.	<b>Data Privacy</b>	Our Company is responsible to take adequate measures and security policies to comply with and ensure the data privacy
15.	<b>Term and Termination</b>	The term of the Agreement shall begin on April 1, 2021 and shall be valid unless terminated by ninety(90) days prior written notice by either of the parties to the other Party.  SA Tech shall have the right to terminate the services of any candidate by ninety (90) days prior written notice on its sole discretion. SA Tech shall reserve the right to terminate this Agreement by serving fifteen (15) days prior written notice to our Company. SA Tech shall not be responsible or accountable for any payment for supply or services after termination of services or the Agreement. The Agreement can be renewed in writing with the mutual consent of both the Parties.

### **Semiconductor Technology Solutions and Services:**

#### *ASIC/RTL Design:*

ASIC/RTL design services are expert help in creating specialized computer chips with precise instructions for a particular job, like making your smartwatch work seamlessly. Think of it as having skilled architects design the perfect foundation for your electronic devices.

These services involve a combination of manual work in creating design specifications and coding (using hardware description languages) and automated steps through software tools for synthesis, place and route, and verification. Both aspects are essential for creating custom integrated circuits.

#### *IP/SoC Verification:*

IP/SoC verification services ensure that the building blocks (IP) and the entire chip (SoC) in electronic devices work correctly and reliably. It's like thoroughly testing every piece and the entire puzzle to make sure your gadget functions as expected.

These services primarily involve the use of specialized verification Software tools and methodologies. These tools automate the process of testing and verifying the intellectual property (IP) blocks and the entire system-on-chip (SoC) against various test cases and design specifications.

#### *Physical Design & STA:*

Physical Design & STA (Static Timing Analysis) services involve arranging the electronic components on a chip and checking that they communicate at the right times. It is like organizing the parts of a recipe and ensuring everything cooks perfectly in sync.

These services are typically performed with the assistance of specialized software tools. These tools help engineers automate the layout of electronic components on a semiconductor chip, analyze the timing of signals, and optimize the design for performance, power, and area.

#### *FPGA Design:*

FPGA (Field-Programmable Gate Array) Design services involve creating custom electronic circuits that can be reconfigured as needed. It's like having a versatile, digital playground where you can build and change your electronic projects quickly without making new hardware.

These services primarily involve the use of software tools. Engineers use these tools to define the functionality and behavior of the FPGA's logic, which is then synthesized and programmed onto the FPGA hardware.

#### *Design for testability:*

Design for testability (DFT) service ensures that electronic devices are built with features making them easier to test for defects and issues, like having clear checkpoints to identify problems quickly. It's like designing a car with built-in diagnostic tools for easy troubleshooting

These services involve both manual design decisions, where engineers plan test features, and the use of specialized software tools for test pattern generation and fault analysis, optimizing the testing process. Software tools help automate test generation and analysis, ensuring comprehensive and efficient testing.

### **Case Studies**

#### **1. ASIC/RTL – Design Project**

Our Company collaborated with one of our clients to optimize the ASIC/RTL design phase, focusing on micro-architecture, RTL design (*design abstraction which models a synchronous digital circuit in terms of the flow of digital signals (data) between hardware registers, and the logical operations performed on those signals*), linting (*process of performing static analysis on source code to flag patterns that might cause errors or other problems*), Clock Domain Crossing (“**CDC**”) analysis (*the process of passing a signal or vector (multi bit signal) from one clock domain to another clock domain*), LEC, and synthesis.

The objective was to create highly optimized designs for our customer.

*Design Complexity:* The client sought to streamline the intricate ASIC/RTL design process, ensuring accuracy and efficiency. Meeting and surpassing industry standards in semiconductor design was crucial for the client.

#### *Services Provided by our Company*

##### *Micro-Architecture Excellence:*

Our Company orchestrated micro-architecture strategies that aligned with the client’s objectives, optimizing design foundation.

### *Robust RTL Design:*

Our Company's engineers crafted robust RTL designs, adhering to design specifications while ensuring performance and efficiency.

### *Linting and Analysis:*

Utilizing tools like Spyglass, our Company performed thorough linting to identify and rectify design issues, bolstering design integrity.

### *CDC Analysis and LEC:*

Our Company conducted Clock Domain Crossing (CDC) analysis and Logic Equivalence Checking (LEC) to ensure seamless interaction between clock domains and logic equivalence.

### *Optimized Synthesis:*

Leveraging tools like Design Compiler, our Company executed synthesis with precision, culminating in highly optimized designs.

### **Impact Analysis**

*Enhanced Design Precision:* The collaboration elevated the accuracy and reliability of the client's ASIC/RTL designs.

*Streamlined Processes:* Our Company's expertise shortened design cycles, resulting in accelerated project timelines.

*Optimized Performance:* The application of VHDL, Verilog, and System Verilog by our Company led to designs that exhibited optimal performance and efficiency.

*Conformance to Standards:* The client's designs adhered to industry standards, ensuring the semiconductor solutions met or exceeded industry benchmarks.

## **2. Elevating IP/SoC Verification**

Our Company optimized IP/SoC verification, spanning functional/formal validation, gate-level simulations (GLS) (*technology providing complete connection list consisting of gates and IP models with full functional and timing behaviour*), and power-aware testing. Through Utilizing Universal Verification Methodology ("UVM") (*standardized methodology for verifying integrated circuit designs*) and expertise in protocols, our Company ensured robust and reliable verification.

The client sought efficient and comprehensive IP/SoC validation, aligning with industry standards.

### *Services Provided by our Company*

*Robust Validation:* Ensuring functional correctness and power-awareness in IP/SoCs posed critical validation challenges.

*Functional and Formal Excellence:* Our Company deployed meticulous functional/formal strategies, ensuring rigorous IP/SoC validation.

*Gate-Level Simulations (GLS):* Detailed GLS by our Company validated designs at a lower level, ensuring precise emulation.

*Power-Aware: Validation:* Our Company validated IPs/SoCs for power efficiency under diverse scenarios.

*UVM Mastery:* Our Company harnessed UVM for systematic, robust verification.

*Protocol Proficiency:* Our Company's protocol expertise assured thorough IP/SoC validation (Ethernet, PCIe, USB, ARM)

### **Impact Analysis**

*Comprehensive Validation:* Collaboration assured fool proof IP/SoC validation.

*Efficient Process:* Our Company's expertise reduced validation time, accelerating project milestones.

*Standard Conformance:* UVM use and protocol adherence ensured industry-standard validation.

*Robust Reliability:* Validated IPs/SoCs met rigorous quality standards.

### **3. Precision Technical Writing for Semiconductor Excellence**

Our Company partnered with a semiconductor industry leader to enhance their technical documentation. Our Company optimized technical documentation, focusing on semiconductor solutions, design, and processes. The aim was to convey complex information with clarity and precision.

The client needed concise and clear documentation for intricate semiconductor concepts. Meeting and exceeding industry documentation norms was pivotal for the client.

#### *Services Provided by our Company*

*Comprehensive Content Refinement:* Our Company reviewed, refined, and enriched technical documentation, ensuring accuracy and clarity.

*Visual Aids Enhancement:* Our Company's skilled designers added custom diagrams and visuals, simplifying complex concepts.

*Language Optimization:* Our Company's technical writers crafted accessible language, catering to experts and non-experts.

*Unified Documentation Style:* Our Company established consistent guidelines, enhancing documentation uniformity.

### **Impact Analysis**

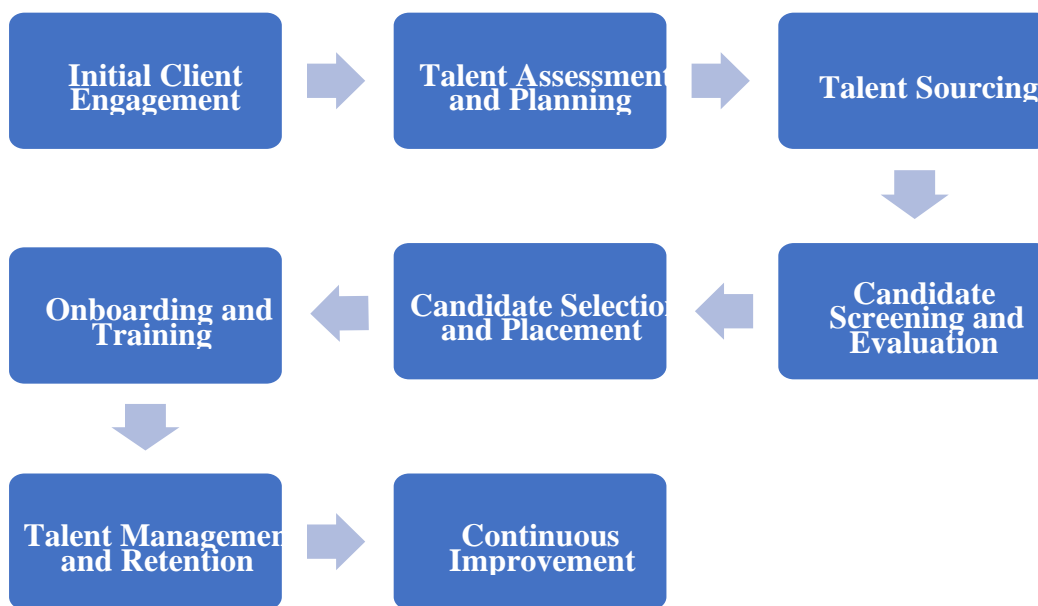
*Enhanced Understanding:* Collaboration yielded clear comprehension of intricate semiconductor details.

*Effective Collaboration:* Teams collaborated seamlessly, empowered by precise documentation.

*Rapid Knowledge Transfer:* New members quickly absorbed complex concepts, boosting productivity.

*Reinforced Brand Image:* Clear communication showcased the client's expertise and reliability.

### **Key Business Process**



- **Initial Client Engagement:** At our company, client engagement is the cornerstone of our approach. We believe that successful partnerships are built on a foundation of clear communication, active listening, and a deep understanding of our clients' talent requirements, objectives, and specific needs in the semiconductor industry. From the moment we initiate contact, we are committed to fostering open and honest conversations that allow us to tailor our solutions to precisely meet their needs.
- **Talent Assessment and Planning:** Talent assessment takes center stage in our commitment to delivering exceptional services to our clients. We understand that the success of our clients depends on our ability to provide top-tier talent solutions. This includes identifying the specific skills, expertise, and experience required for semiconductor-related roles. Through meticulous talent assessment, we evaluate the expertise, industry knowledge, and interpersonal skills of Candidates. Based on this assessment, a talent plan is developed to outline the recruitment and sourcing strategies.
- **Talent Sourcing:** In this phase, talent sourcing activities are carried out to identify potential candidates. Leveraging a combination of traditional and innovative sourcing methods, including job boards, social media platforms, networking events, we cast a wide net to attract top talent. Our team of experienced recruiters employs a personalized approach, engaging with candidates in meaningful ways that go beyond their resumes. By building relationships and understanding candidates' aspirations, we ensure that we present our clients with candidates who not only have the right skills but also the potential to make a lasting impact.
- **Candidate Screening and Evaluation:** Once potential candidates are identified, a screening and evaluation process takes place. We understand that the right candidate can transform an organization, and our role is to identify those individuals who possess the potential to excel in our clients' teams. Our selection process begins with a thorough analysis of job requirements and a deep understanding of our clients' organizational culture. We then leverage a combination of comprehensive application screening, skills assessments, interviews, and reference checks to evaluate candidates' qualifications and suitability. Our experienced recruiters utilize behavioural and situational interviews to gain insights into candidates' problem-solving abilities, communication skills, and alignment with our clients' values. We strive to present our clients with a shortlist of candidates who not only meet the job's technical requirements but also bring the right attitude and cultural fit.
- **Candidate Selection and Placement:** After the screening and evaluation process, the most qualified candidates are selected for placement. We ensure that candidates transition smoothly into their new roles by offering support throughout the onboarding process, facilitating communication between candidates and clients, and conducting follow-ups to address any challenges.
- **Onboarding and Training:** Once candidates are selected, the focus shifts to their onboarding and training. Our

customized training programs are designed to equip candidates with the skills and knowledge required to excel in their positions. These programs encompass a range of topics, from job-specific technical training to soft skills development, enabling candidates to make an immediate impact. By offering continuous training opportunities, we empower candidates to adapt to evolving industry trends and contribute to their organizations' growth.

- **Talent Management and Retention:** Once placed, ongoing talent management and retention efforts are crucial. This can include performance management, career development opportunities, employee engagement initiatives, and regular checkins to ensure job satisfaction and address any concerns.
- **Continuous Improvement:** Throughout the talent services process, continuous improvement is essential. Feedback from clients and candidates is collected and analyzed to refine and enhance the talent acquisition and management strategies.

### REVENUE BREAK-UP

A break of the revenue earned from the services offered by our Company during the three month period ended June 30, 2023 and the preceding three Financial Years has been provided below:

(₹ in lakhs)

Particulars	As at June 30, 2023		FY 2022-23		FY 2021-2022		FY 2020-21	
	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations
Talent Solutions	-	-	-	-	5.07	1%	2.16	100%
Consultancy Services	458.53	100%	1401.18	100%	466.34	99%	-	-
<b>Total</b>	<b>458.53</b>	<b>100%</b>	<b>1401.18</b>	<b>100%</b>	<b>471.41</b>	<b>100%</b>	<b>2.16</b>	<b>100%</b>

A break of the revenue earned from domestic and export operations during the three month period ended June 30, 2023 and the preceding three Financial Years has been provided below:

(₹ in lakhs)

Particulars	As at June 30, 2023		FY 2022-23		FY 2021-2022		FY 2020-21	
	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations
Domestic	123.40	27%	984.37	70%	245.31	52%	2.16	100%
Export	335.13	73%	416.81	30%	226.10	48%	-	-
<b>Total</b>	<b>458.54</b>	<b>100%</b>	<b>1,401.17</b>	<b>100%</b>	<b>471.41</b>	<b>100%</b>	<b>2.16</b>	<b>100%</b>

A break of the revenue earned from our major customers during the three month period ended June 30, 2023 and the preceding three Financial Years has been provided below:

(₹ in lakhs)

Particulars	As at June 30, 2023		FY 2022-23		FY 2021-2022		FY 2020-21	
	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations
Ness Technologies (India) Pvt. Ltd.	-	-	-	-	5.08	1%	2.55	100%
Mindpool Technologies Ltd	32	7%	155.50	11%	145	31%	-	-
SA Technologies Inc.	326.89	71%	354.79	25%	226	48%	-	-

Particulars	As at June 30, 2023		FY 2022-23		FY 2021-2022		FY 2020-21	
	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations	Revenue from Operations	% Of Total Revenue from Operations
S A Tech Soft2ware India Pvt Ltd	-	-	486.70	48%	-	-	-	-
<b>Total</b>	<b>358.89</b>	<b>79%</b>	<b>987.09</b>	<b>85%</b>	<b>376.18</b>	<b>80%</b>	<b>2.55</b>	<b>100%</b>

### Equipment and Technology

Our Company is not a manufacturing company. We provide consulting and information technology product development services in the areas of digital engineering services, product ER&D services for our global clientele. The technology we deploy is latest and the processes used for the deploying the same for our clientele is always focussed on efficiencies in terms of time and resources.

### Capacity Utilization

Our capacity depends on our workforce and not in any fixed output from plant & machinery and hence capacity and capacity utilization cannot be determined.

### Collaborations/ Joint Ventures

Except as disclosed in this Draft Red Herring Prospectus, we do not have any Collaborations or Joint Ventures.

### Export and Export Obligation

Our Company does not have any export obligation as on date.

### Utilities and Infrastructure Facilities

Our Registered Office is located at 3<sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11 Pimple Saudagar, Pune- 411 027, Maharashtra, India. Our 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

Our Company requires power for the normal requirement of the Registered Office for lighting, systems etc. Adequate power is available which is met through the electric supply.

### Water

Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

### Human Resources

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on September 30, 2023 our Company has 38 employees on payroll. Break-up of our employees are as:



Particulars	Number of employees
Top management	5
Accounts	3
Administrative staff	4
Business operators / analysts	21
Sales/ Marketing/ Business	5
<b>Total</b>	<b>38</b>

Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. Also we hire contract labour at our site as per the requirement.

### **Sales and Marketing**

The efficiency of the marketing and network is critical to success of our Company. Our success lies in the strength of our relationship with the clients who have been associated with our Company. Our team through their vast experience and goodwill built over the years with these clients, owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. Our marketing team is handled by senior management who has rich industry experience. To get repeat orders from our customers, our team has adequate experience and competencies, regularly interact with them and focus on gaining an insight into the additional needs of customers. We intend to deepen our existing relationship with current clients and also expand our existing customer base by reaching out to other potential clients in existing and new geographical areas.

### **Competition**

We face competition from various domestic and international players of varying sizes, operations and financial resources. The Industry which we cater to is highly competitive and fragmented with many small and medium sized companies as well and global corporations, including based out of India. We intend to continue competing vigorously to capture more market share and manage our growth and profitability in a sustainable manner.


We believe that our ability to compete effectively is primarily dependent on ensuring consistent service quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

### **Insurance**

Our Company has availed personal accident insurance policy, private car policy, group care 360 insurance policy, Care health insurance policy for insuring our employees and their dependents.

### **Intellectual Property Related Approvals**

As on date of this Draft Red Herring Prospectus, our Company has applied for the registration under the Trade Marks Act, 1999:

Particulars	Application Number	Class	Date of Application	Current Status
	6109870	42	September 14, 2023	Marked for Exam

### **Land and Property**

We carry out our business operations from the following properties:

#### **i) Freehold Property**

NIL

**ii) Leasehold Property**

<b>Sr. no.</b>	<b>Details of the Deed/Agreement</b>	<b>Particulars of the property, description and area</b>	<b>Consideration/ License Fee/Rent</b>	<b>Tenure/ Term</b>	<b>Usage</b>
1.	Service Agreement made and executed on March 29, 2023 with effect from June 2, 2023, by and between our Company and Awfis Space Solutions Private Limited	3 <sup>rd</sup> Floor Awfis Space GK Mall, SR NO 133/1/3,161,11 Pimple Saudagar, Pune- 411 027, Maharashtra, India.	The monthly usage charges are Rs. 35,000 + GST per month Interest at the rate of 24% per annum will be charged if the Company fails to invoice amount before 5 <sup>th</sup> day of the month Rs. 35,000 against Security deposit are paid	For a period of 6 months with effect from June 2, 2023	Registered Office

## KEY INDUSTRIAL REGULATIONS AND POLICIES

*The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.*

*The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company or the BRLM are under no obligation to update the same.*

### A. Industry Related Laws and Regulations

#### ***National Policy on Electronics 2019 (“NPE 2019”)***

The Union Cabinet gave its approval to the NPE 2019, proposed by the Ministry of Electronics and Information Technology (“**MeitY**”). The Policy envisions positioning India as a global hub for Electronics System Design and Manufacturing (“**ESDM**”) by encouraging and driving capabilities in the country for developing core components, including chipsets, and creating an enabling environment for the industry to compete globally. NPE 2019 was introduced to replace the *erstwhile* National Policy of Electronics 2012 (“**NPE 2012**”).

NPE 2019 proposes to build on that foundation to propel the growth of ESDM industry in the country. Salient Features of NPE 2019 have been provided below:

- a) Creation of ecosystem for globally competitive ESDM sector by promoting domestic manufacturing and export in the entire electronics system value-chain.
- b) Providing incentives and support for manufacturing of core electronic components.
- c) Providing special package of incentives for mega projects which are extremely high-tech and entail huge investments, such as semiconductor facilities display fabrication, etc.
- d) Formulation of suitable schemes and incentive mechanisms to encourage new units and expansion of existing units.
- e) Promotion of Industry-led R&D and innovation in all sub-sectors of electronics, including grass root level innovations and early stage Startups in emerging technology areas such as 5G, Internet of Things (IoT)/ Sensors, Artificial Intelligence (AI), Machine Learning, Virtual Reality (VR), Drones, Robotics, Additive Manufacturing, Photonics, Nano-based devices, etc.
- f) Providing incentives and support for significantly enhancing availability of skilled manpower, including re-skilling.
- g) Providing special thrust on Fabless Chip Design Industry, Medical Electronic Devices Industry, Automotive Electronics Industry and Power Electronics for Mobility and Strategic Electronics Industry.
- h) Creation of Sovereign Patent Fund (SPF) to promote the development and acquisition of Intellectual Properties (Ips) in ESDM sector.
- i) Promotion of trusted electronics value chain initiatives to improve national cyber security profile.

The NPE 2019 was implemented to position India as a global hub for Electronics System Design and Manufacturing (ESDM) by encouraging and driving capabilities in the country for developing core components, including chipsets, and creating an enabling environment for the industry to compete globally.

#### ***Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (“SPECS”)***

SPECS was notified *vide* Gazette Notification No.CG-DL-E-01042020-218992 dated April 01, 2020 to help offset the disability for domestic manufacturing of electronic components and semiconductors in order to strengthen the electronics manufacturing ecosystem in the country. The scheme provides financial incentive of 25% on capital expenditure for the identified list of electronic goods that comprise downstream value chain of electronic products, *i.e.*, electronic components, semiconductor/ display fabrication units, ATMP units,

specialized sub-assemblies and capital goods for manufacture of aforesaid goods, all of which involve high value added manufacturing.

The Scheme is applicable to investments in new units and expansion of capacity/ modernization and diversification of existing units. Application under the Scheme can be made by any entity registered in India. The capital expenditure will be total of expenditure in plant, machinery, equipment, associated utilities and technology, including for Research & Development (R&D). The Scheme is open for applications initially for 3 years from the date of its notification. Pursuant to an addendum dated April 5, 2023, SEPCS has been extended for a further period of one year. Incentives under the Scheme will be applicable from the date of acknowledgment of the application. The incentives will be available for investment made within 5 years from the date of acknowledgement of application. The Scheme will be implemented through a nodal agency which will act as Project Management Agency (PMA) and be responsible for providing secretarial, managerial and implementation support and carrying out other responsibilities as assigned by MeitY from time to time.

***Semiconductor Integrated Circuits Layout-Design Act, 2000 (the “Semiconductor Act”) and Semiconductor Integrated Circuits Layout-Design Rules, 2001 (the “Semiconductor Rules”)***

The Ministry on Information Technology, GOI notified the Semiconductor Act on September 4, 2000, to provide for the protection of semiconductor integrated circuits layout-designs and for matters connected therewith or incidental thereto. The Semiconductor Act examines the layout-designs of the Integrated Circuits and issues the Registration Certificate to the original layout-designs of the Semiconductor Integrated Circuits. The Semiconductor Act prescribed the procedure of registration, its effects, use of layout-design and registered users, etc. Further, the Semiconductor Rules prescribe the application of registration, rectification of register, correction of register, etc. Any person claiming to be the creator of a layout-design, who is desirous of registering it, shall apply in writing to the Registrar in the prescribed manner for the registration of his layout-design under this Act. But Semiconductor Act also prohibit the registration of certain layout-designs like designs which are not original, which have been commercially exploited, which are not inherently distinctive, and which are not inherently capable of being distinguishable from any other registered layout-design. Under this Act, the Registry maintains the Register of Layout-Designs and records in it the registered layout-designs with the names, addresses, and descriptions of the proprietor and such other matters related to the registered layout-designs.

***Information Technology Act, 2000***

The Information Technology 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 Information Technology 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 Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India (“DoIT”), on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“IT Intermediaries Rules”) on February 25, 2021, requiring intermediaries receiving,

storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries.

***Electronics and Information Technology Goods (Requirements for Compulsory Registration) Order, 2012 (“Compulsory Registration Order”)***

The Compulsory Registration Order mandates that the manufacturing, storage, import, sale or distribution of goods which do not meet the specified standard and/or bear a self-declaration confirming conformance to relevant Indian Standard is prohibited. The only exception is for those goods which are manufactured for export. Further, any sub-standard or defective goods must be deformed beyond use by the manufacturer and disposed of as scrap. The Compulsory Registration Order is issued by the Department of Electronics and Information Technology, Ministry of Communication and Information Technology, Government of India (“DEIT”).

***Electronics and Information Technology Goods (Requirements for Compulsory Registration) Order, 2021 (“Compulsory Registration Order”)***

The Compulsory Registration Order was introduced by the Ministry of Electronics and Information Technology in exercise of the powers conferred to the Central Government under the BIS Act. The Compulsory Registration Order requires goods or articles specified thereunder to conform with the relevant Indian Standard and bear a standard mark under a license from the Bureau of Indian Standards. The EITG Order provides for the registration of certain scheduled electronic goods under relevant Indian Standards (“IS”) as prescribed by the BIS. As per the EITG Order, no person shall manufacture or store for sale, import, sell or distribute goods which do not conform to the IS specified in the EITG Order. Further, manufacturers of these products are required to apply for registration from the BIS after getting their product tested from BIS recognized labs and requires manufacturers to mandatorily display the relevant IS mark as notified by the BIS on their products. Further, the BIS may notify additional categories of electronic goods requiring registration from time to time. The EITG Order also provides the BIS powers to inspect the premises of the manufacturer to ensure conformity of the products and issue directions in this regard.

***Shops and Establishments Legislations***

Establishments are required to be registered under the provisions of local shops and establishments legislations applicable in the states where such establishments are set up. Such legislations regulate the working and employment conditions of workers employed in such 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. Shops and establishments have to be registered under the shops and establishments legislations respective states where they are located.

***Municipality Laws***

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

***The Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”)***

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued

a notification dated 01st June, 2020 revising definition and criterion and the same came into effect from 01<sup>st</sup> July, 2020. The notification revised the definitions as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

#### ***E-Waste Management Rules, 2016 (the “E-Waste Rules”)***

The E-Waste Rules apply to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbished, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment as classified under the E-Waste Rules, including their components, consumables, parts and spares which make the product operations. The E-Waste Rules mandate that a manufacturer must obtain an authorisation from the state pollution control board and also submit annual returns to the same Authority. Producers of such e-waste also have extensive responsibilities and obligations and may come under the scrutiny of either the central pollution control board or the state pollution control board. The manufacturer, producer, importer, transporter, refurbished, dismantler and recycler shall be liable for all damages caused to the environment or a third party due to improper handling and management of the e-waste and may have to pay financial penalties as levied for any violation of the provisions under these rules by the state pollution control board with the prior approval of the central pollution control board.

#### ***The Indecent Representation of Women (Prohibition) Act, 1986 (“IRWA”)***

The IRWA prohibits indecent representation of women through advertisements, publications, writings, paintings, figures or in any other manner. It states that no person shall publish or release any advertisements involving an obscene portrayal of women or agree to participate in the publication or show, in any form. In the event an offence under IRWA has been committed by a company, every person, who, at the time the offence was committed was in-charge of, and was responsible to, the company for the conduct of the business of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

#### ***Transfer of Property Act, 1882***

The Transfer of Property Act, 1882 (the “*T.P. Act*”) governs the transfer of property, including immovable property, between natural persons excluding a transfer by operation of law. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The T.P. Act also provides for the rights and liabilities of the vendor and purchaser in case of a transaction relating to sale of property and the lessor and lessee if the transaction involves lease of land, as the case may be.

#### ***Sale of Goods Act, 1930***

The Sale of Goods Act, 1930 (the “*Sale of Goods Act*”) governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for 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 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 the sale of goods.

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

The Registration Act, 1908 (the “*Act*”) was passed to consolidate all the previous legislations which were enacted in relation to the registration of documents. This Act was promulgated to achieve the purpose of

maintaining a proper regulatory record of transactional documents with a recognized officer in order to safeguard the original copies. The Act lays down two types of registration of documents, one being mandatory registration, which has been laid down under Section 17 of the Act and relates to documents such as, *inter alia* gift deed or transfer deed for an immovable property, non-testamentary instruments purporting to an interest in any immovable property, leasing or renting an immovable property. The other type of registration has been laid down under Section 18 of the Act which provides for the category of documents, registration of which is optional or discretionary and include, wills, instrument for transfer of shares, adoption deeds, etc. Failure to register a document under Section 17 of the Act can attract severe consequences, including declaration of invalidity of the transfer in question; however, no such consequence is attracted in case of Section 18 of the Act. Sections 28 and 31 of the Act provide the sub-registrars and other officers, the authority to register documents under this Act. Registration of a document, provides authenticity to a document and also acts as a conclusive proof in relation to the execution of such a document in the court of law.

#### ***Indian Stamp Act, 1899***

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list mentioned in the Seventh Schedule of the Constitution of India, is governed by the provisions of the Indian Stamp Act, 1899 (the “*Act*”), all others instruments are required to be stamped, as per the rates laid down by the State Governments. Stamp duty is required to be paid on such category of transaction documents laid down under the various laws of the states, which denotes that stamp duty was paid before the document became legally binding. The stamp duty has to be paid on such documents or instruments and at such rates which have been specified in the First Schedule of the Act. Instruments as mentioned in the said schedule of the Act, if are not duly stamped are not admissible in the court of law as valid evidence for the transaction contained therein. The Act also provides for impounding of intrust which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the relevant authorities and validated by imposing of penalty on the parties. The amount of penalty payable on such instruments may vary from state to state.

#### ***B. TAX RELATED LAWS***

The tax related laws that are applicable to our Company include the Customs Act, 1962, the Income Tax Act, 1961, the Income Tax Rules, 1962 and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations, and the Integrated Goods and Services Tax Act, 2017.

#### ***C. INTELLECTUAL PROPERTY LAWS***

##### ***Trade Marks Act, 1999***

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 (“**Trade Mark Act**”) governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. An application for trademark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled, and may be renewed indefinitely upon payment of renewal fees every ten years. If not renewed after ten years, the mark lapses and the registration has to be restored. The Trade Mark (Amendment) Act, 2010 has been enacted by the Government to amend the Trade Mark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

In March 2017, the Trade Marks Rules, 2017 (“**Trade Mark Rules**”) were notified, in supersession of the Trade Marks Rules, 2002. The Trade Marks Rules brought with them some changes in the application process, in terms of an increase in application fees and common formats for multiple kinds of applications. However, the e-filing process has been incentivized by providing lower application fees.

#### ***D. FOREIGN TRADE RELATED LAWS***

##### ***Foreign Trade (Development and Regulation) Act, 1992, as amended (“Foreign Trade Act”).***

The Foreign Trade Act empowered the Central Government to make provisions for the development and regulation of foreign trade by way of facilitating imports into as well as augmenting exports from the country and in all other matters related to foreign trade. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. It is authorised to periodically formulate the Indian Foreign Trade Policy, 2015-20 (“Foreign Trade Policy”) and amend it thereafter whenever it deems fit. All exports and imports are required to be in compliance with this policy. The Foreign Trade Policy provides for certain schemes for the promotion of export of finished goods and import of inputs. The Foreign Trade Act, read with the Foreign Trade Policy, also provides that no person or company can make exports or imports without having obtained an importer exporter code (IEC) number unless such person or company is specifically exempted. The IEC shall be valid until it is cancelled by the issuing authority.

## **E. EMPLOYMENT RELATED LAWS**

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India. A brief summary of the aforementioned laws have been provided below:

### ***The Code on Wages, 2019***

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of this code mainly in relation to the constitution of the advisory board.

### ***The Occupational Safety, Health and Working Conditions Code, 2020***

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

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

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### ***The Code on Social Security, 2020***

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other



Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The Central Government has notified certain provisions of this code.

***Employees State Insurance Act, 1948, as amended (the "ESIC Act")***

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended (the "EPF Act") The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the GoI from time to time. It requires all such establishments to be registered with the state provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

***Maharashtra Labour Welfare Fund Act, 1953***

The Government of Maharashtra has enacted the Labour Welfare Fund Act for providing welfare benefits to the labourers employed in establishments/factories situated in Maharashtra. It extends to the whole state of Maharashtra. The Maharashtra Labour Fund Act, 1953 is read with Maharashtra Labour Welfare Fund Rules, 1953. The rates of contribution vary according to the category of the labourers, as it depends on the wages earned by the labourers. The Maharashtra Labour Fund is applicable to all the companies in the state that has 5 or more persons employed. The state government constitute the labour Welfare Fund; the fund consists of the following: (a) Fines from employees; (b) Unpaid Accumulations; (c) Penal interest; (d) Voluntary detins; (e) Contributions made by employer-employee; (f) Any interest accrued on unpaid accumulations or fines realised from employees; and (g) Loan, grant in subsidy. Moreover, the employer is required to submit a statement which states all the particulars related to the contribution made.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

***F. GENERAL CORPORATE AND OTHER ALLIED LAWS***

Apart from the above list of laws which is inclusive in nature and not exhaustive – general laws like the Indian Contract Act, 1872, Specific Relief Act, 1963, Negotiable Instruments Act, 1881, Consumer Protection Act, 1986, Anti-Trust law such as Competition Act, 2002 and corporate Acts namely Companies Act, 2013 are also applicable to the Company.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on September 24, 2009 as ‘Opalforce Software India Private Limited’, a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 24, 2009 d by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on August 16, 2023 and consequently the name of our Company was changed to ‘Opalforce Software India Limited’ and a fresh certificate of incorporation dated September 6, 2023 was d by the Registrar of Companies, Maharashtra at Pune. The corporate identification number of our Company is U72900PN2009FLC134715.

### Change in registered office of our Company

The registered office of our Company at the time of incorporation was situated at A3 603 Lake Town, Near State Bank Nagar, Bib–ewadi, Pune - 411 037, Maharashtra, India. The details of changes made to our Registered Office post incorporation of our Company are provided below:

S. No.	Effective date of change	Details of change	Reason(s) for change
1.	May 1, 2011	The registered office of our Company was changed from A3 603 Lake Town, Near State Bank Nagar, Bibewewadi, Pune - 411 037, Maharashtra, India to 18 Ashok Sankul, 1 Ashok Nagar, Range Hills Road, Pune – 411 007, Maharashtra, India.	For achieving better connectivity
2.	October 25, 2013	The registered office of our Company was changed from 18 Ashok Sankul, 1 Ashok Nagar, Range Hills Road, Pune – 411 007, Maharashtra, India to 204, Tower A (Matrix), World Trade Center, Opp. Eon IT Park, S. No. 1, H.No. 1-B & 2-B, Kharadi, Pune – 411 041, Maharashtra, India.	For achieving better connectivity and administrative convenience
3.	September 1, 2020	The registered office of our Company was changed from 204, Tower A (Matrix), World Trade Center, Opp. Eon IT Park, S. No. 1, H.No. 1-B & 2-B, Kharadi, Pune – 411 041, Maharashtra, India to Ground Floor, Unit No. 2&3, B-Wing, Business @ Mantri, S. No. 197, H. No. 24B to 7B, Nagar Road, Viman Nagar, Pune – 411 014, Maharashtra, India.	For better convenience and connectivity
4.	July 1, 2023	The registered office of our Company was changed from Ground Floor, Unit No. 2&3, B-Wing, Business @ Mantri, S. No. 197, H. No. 24B to 7B, Nagar Road, Viman Nagar, Pune – 411 014, Maharashtra, India to 3 <sup>rd</sup> Floor, Awfis Space GK Mall, SR NO 133/1/3,161,11 Pimple Saudagar, Pune– 411 027, Maharashtra, India..	For better convenience and connectivity

### Main Objects of our Company

The main objects of our Company are as follows:

- To create, design, develop, buy, sell, trade, import, export, maintain computer software, software products, customize software, information technology enabled services and hardware, Very Large Scale Integrated Solutions, Application Specific Integrated Circuit Design, information technology products and to carry on business of computer networking and to develop, assemble, maintain, repair, install, import, export and deal in computers, micro-processors, electronics and electrical apparatus, computer equipments, gadgets, peripherals, modulers, auxiliary instruments, accessories of different capacities, sizes, descriptions and models relating to computer networking and computer hardware and provide online solutions thereon, in India and abroad and to carry on the business of consultants and advisers on the means and methods of establishing, extending, developing and improving, software and hardware systems of business, industries, administrative organizations, including project planning and evaluation, feasibility studies, operations research and matters related to software and hardware.*
- To provide staffing, payroll and consulting services in the areas of information technology, software, web designing and development and other information technology enabled services.*

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Offer.

### Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company in the last ten (10) years:

Date of shareholder's resolution	Nature of amendments
June 12, 2023	Clause V of the MoA was amended to increase the authorised share of our Company from ₹5,00,000 divided into 50,000 Equity Shares of ₹ 10 each to ₹ 3,50,00,000 consisting of 35,00,000 Equity Shares of ₹ 10 each.
June 12, 2023	<p>Clause III (A) of the MoA was amended to alter the object clause of our Company. The revised objects clause has been provided below:</p> <ol style="list-style-type: none"> <li>1. "To create, design, develop, buy, sell, trade, import, export, maintain computer software, software products, customize software, information technology enabled services and hardware, Very Large Scale Integrated Solutions, Application Specific Integrated Circuit Design, information technology products and to carry on business of computer networking and to develop, assemble, maintain, repair, install, import, export and deal in computers, micro-processors, electronics and electrical apparatus, computer equipments, gadgets, peripherals, modulers, auxiliary instruments, accessories of different capacities, sizes, descriptions and models relating to computer networking and computer hardware and provide online solutions thereon, in India and abroad and to carry on the business of consultants and advisers on the means and methods of establishing, extending, developing and improving, software and hardware systems of business, industries, administrative organizations, including project planning and evaluation, feasibility studies, operations research and matters related to software and hardware.</li> <li>2. To provide staffing, payroll and consulting services in the areas of information technology, software, web designing and development and other information technology enabled services."</li> </ol>
July 20, 2023	Clause V of the MoA was amended to reflect the increase in the authorised share of our Company from ₹ 3,50,00,000 divided into 35,00,000 Equity Shares of ₹ 10 each to ₹ 4,00,00,000 consisting of 40,00,000 Equity Shares of ₹ 10 each.
August 16, 2023	Clause I of the MoA was amended from 'Opalforce Software India Private Limited' to 'Opalforce Software India Limited' by deletion of the word "Private" pursuant to conversion of our Company from a Private Limited Company into a Public Limited Company.
September 29, 2023	<p>The Shareholders of our Company approved sub-division of 40,00,000 equity shares having face value of Rs. 10/- each in the Authorized Share Capital of the company into 2,00,00,000 equity shares of Rs. 2/- in such a manner that one equity share of Rs. 10/- shall constitute 5 equity shares of Rs. 2/- each.</p> <p>Accordingly, Clause V of the MoA was amended to reflect the sub-division of the authorised share of our Company from ₹ 4,00,00,000 consisting of 40,00,000 Equity Shares of ₹ 10 each to ₹ 4,00,00,000 consisting of 2,00,00,000 equity shares of Rs. 2/-.</p>

### Corporate profile of our Company

For details regarding the description of our Company's activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key services, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled "Our Business", "Our Management" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 105, 134 and 198 respectively, of this Draft Red Herring Prospectus.

### Major Events and Milestones

The table below sets forth some of the key events, milestones in our history since its incorporation.

<b>Year</b>	<b>Events</b>
2012	Strategic Collaboration with SA Technologies Inc.
2023	Conversion of Company from Private Limited to Public Limited Company by change of name from “Opalforce Software India Private Limited” to “Opalforce Software India Limited”

### **Awards and Accreditations**

The table below sets forth some of the key awards received by our Company in its history since its incorporation.

<b>Year</b>	<b>Events</b>
2023	Certificate issued by Staunchly Management and Systems Services Limited to certify that the management systems of our Company have found to be compliant with information security management system standards prescribed under ISO/IEC 27001:2022
	Certificate issued by Staunchly Management and Systems Services Limited to certify that the management systems of our Company have found to be compliant with quality management system standards prescribed under ISO 9001:2015
	Certificates each dated October 16, 2023 issued by Revolutionary Certification Services certifying that the quality management system of our Company has been independently assessed in accordance with RCS procedures and found to comply with the requirements of CMMI LEVEL-3 and CMMI MATURITY LEVEL-5 for product engineering, embedded programming and design services.

### **Time and Cost Overrun**

Our Company has not experienced any significant time and cost overrun in setting up projects.

### **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

As of date of this Draft Red Herring Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

### **Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation**

Our Company has not made any business acquisition, merger and amalgamation or disinvestment of business in the last ten years.

### **Revaluation of assets**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

### **Holding Company**

As on the date of this Draft Red Herring Prospectus, Opalforce Inc, our Promoter is the holding company of our Company. For details, see “*Our Promoter and Promoter Group*” on page 150.

### **Subsidiaries of our Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

### **Associate or Joint ventures of our Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

### **Strategic and Financial Partners**

Except as stated in “*Our Business*” on page 105, as on date of this Draft Red Herring Prospectus our Company does not have any strategic and financial partners.

### **Shareholders and Other Agreements**

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

### **Agreements with key managerial personnel or a Director or Promoters or any other employee of the Company**

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

### **Guarantees given by Promoters offering its shares in the Offer for Sale**

Except as stated in “*Financial Indebtedness*” on page 195 of this Draft Red Herring Prospectus, our Promoters have not given any guarantees on behalf of our Company.

### **Material Agreements**

Except as stated in the chapter titled “*Our Business*”, our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

## OUR MANAGEMENT

### Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. As on date of this Draft Red Herring Prospectus, we have five (05) Directors on our Board, which includes 1 (one) Managing Director, 1 (one) Executive Director, 1 (one) Non-Executive Director, and 2 (two) Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p><b>Aditya Sitaram Joshi</b>  <b>DIN:</b> 02322541  <b>Date of Birth:</b> December 4, 1980  <b>Designation:</b> Chairman and Managing Director and Chief Executive Officer  <b>Address:</b> B3/602 Swapna Nagari, Telco Road, Udyam Nagar, Opposite Annasaheb Magar Stadium, Pimpri, Pune - 411 018, Maharashtra, India  <b>Occupation:</b> Business  <b>Term:</b> A period of five (05) years with effect from August 1, 2023 until July 31, 2028  <b>Period of Directorship:</b> Director since May 22, 2023. Our Managing Director was appointed as Chief Executive Officer in the meeting of the Board of Directors held on August 14, 2023.  <b>Nationality:</b> Indian</p>	42	Nil
<p><b>Shyam Behari Sharma</b>  <b>DIN:</b> 09434393  <b>Date of Birth:</b> July 1, 1947  <b>Designation:</b> Executive Director  <b>Address:</b> House No. 1749, Sector- 7/E, Faridabad – 121 006, Haryana, India.  <b>Occupation:</b> Business  <b>Term:</b> Liable to retire by rotation.  <b>Period of Directorship:</b> Director since November 8, 2022  <b>Nationality:</b> Indian</p>	76	Nil
<p><b>Sheela Sharma</b></p>	71	Nil

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p><b>DIN:</b> 09783932</p> <p><b>Date of Birth:</b> June 12, 1952</p> <p><b>Designation:</b> Non- Executive Director</p> <p><b>Address:</b> House No. 1749, Sector- 7/E, Faridabad – 121 006, Haryana, India.</p> <p><b>Occupation:</b> Homemaker</p> <p><b>Term:</b> Liable to retire by rotation.</p> <p><b>Period of Directorship:</b> Director since November 8, 2022</p> <p><b>Nationality:</b> Indian</p>		
<p><b>Sarika Sharma</b></p> <p><b>DIN:</b> 10245269</p> <p><b>Date of Birth:</b> May 21, 1976</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> Flat No. C-401, Lunkad Zodiac Co. Op. Hsg. Soc., Near HDFC Bank, Viman Nagar, Pune - 411 014, Maharashtra, India.</p> <p><b>Occupation:</b> Homemaker</p> <p><b>Term:</b> A period of five (05) years with effect from August 16, 2023 until August 15, 2028</p> <p><b>Period of Directorship:</b> Director since August 16, 2023</p> <p><b>Nationality:</b> Indian</p>	47	Nil
<p><b>Shabnam Khureshi</b></p> <p><b>DIN:</b> 09834413</p> <p><b>Date of Birth:</b> May 17, 1997</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> Khoja Dharmshala Same, Khoja Gate, Jamnagar - 361 001, Gujarat, India.</p> <p><b>Occupation:</b> Service</p> <p><b>Term:</b> A period of five (05) years with effect from August 18, 2023 until August 17, 2028</p> <p><b>Period of Directorship:</b> Director since August 18, 2023</p> <p><b>Nationality:</b> Indian</p>	26	Wealth Mine Networks Private Limited

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships

### Brief Biographies of our Directors

**Aditya Sitaram Joshi**, aged 42 years, is one of the Promoters of our Company. He is the Chairman and Managing Director and Chief Executive Officer of our Company. He holds a bachelor's degree in commerce and a master's degree in business administration from Devi Ahilya Vishwavidyalaya, Indore. He has completed certifications in (i) computer fundamentals from Brainbech; and (ii) Oracle 8i from Zed Career Academy. Further, he has attended a course in Windows 95, MS Office and Internet organised by Hardcore Internet Working. In the past, he was associated with ManpowerGroup, India, in the capacity of director- MSP engagement, TAPFIN COE Manpower; with Applied Materials India Private Limited in the capacity of deputy director – non-technical project/program management; with SA Technologies Inc. in the capacity of senior manager (business development); with GenX Consulting in the capacity of senior management sales and Capegemini India Private Limited in the capacity of senior consultant. He has significant experience in business development, program management and operations management. Presently, he heads the marketing, sales and technology divisions of our Company and is responsible for Managing the overall functioning of our Company.

**Shyam Behari Sharma**, aged 76 years, is the Executive Director of our Company. He holds diploma in mechanical and electrical engineering from the Calcutta Technical School, Calcutta. He has completed the certifications in (i) SQL Server Reporting Services (SSRS); and (ii) Oracle 9i organised by NIIT. In the past he was associated with Orient General Industries Limited in the capacity of an apprentice; with Hyderabad Asbestos Cement Products Limited in the capacity of executive operations; and K.K Spun Pipes in the capacity of a general manager. He has significant experience in operations and management.

**Sheela Sharma**, aged 71 years, is a Non-Executive Director of our Company. She is an undergraduate. She has been associated with our Company since November 8, 2022 in the capacity of a Non-Executive Director.

**Sarika Sharma**, aged 47 years, is the Independent Director of our Company. She has attended Osmania University to pursue bachelor's degree in commerce. In the past she was associated with Manpower Group Services India Private Limited in the capacity of assistant manager (finance); and Capgemini India Private Limited in the capacity of manager-finance. She has significant experience in finance and costing.

**Shabnam Khureshi**, aged 26 years, is the Independent Director of our Company. She has passed the intermediate (integrated professional competence) examination organised by the Institute of Chartered Accountants of India. In the past she was associated with BBM & Associates as an article assistant and with D G M S & Co. Presently, she is a partner in M/s. Jainesh & Co. which specialised in financial, taxation and accounting advisory. She holds significant experience in finance and accounting.

### As on the date of the Draft Red Herring Prospectus

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control 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.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other



regulatory authority in the last five years.

- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

#### Relationship between our Directors

Name of Director	Designation	Relation
Sheela Sharma	Non-Executive Director	Spouse of Shyam Behari Sharma, our Executive Director

#### Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

#### Payment or Benefit to officers of our Company

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

#### Service Contracts

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

#### Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to an -special resolution passed at the Annual General Meeting held on October 19, 2023, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed ₹ 500 lakhs.

#### Terms of appointment and remuneration of our Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 3, 2023 and approved by the Shareholders of our Company at the EGM held on August 8, 2023, Aditya Sitaram Joshi was appointed as the Managing Director of our Company for a period of five (05) years with effect from August 1, 2023 along with the terms of remuneration, in accordance with Sections 152, 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

<b>Basic Salary</b>	₹. 60.00 per annum
<b>Perquisites</b>	<ul style="list-style-type: none"> <li>• Company's contribution to provident fund, superannuation or annuity fund and gratuity payable in accordance with applicable laws;</li> <li>• Statutory contribution to retirement funds;</li> <li>• Reimbursement of travelling expenses; and</li> <li>• Encashment of leave as per the rules of our Company.</li> </ul>
<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force as per the approval of the Board of Directors of the company.

#### Remuneration details of our Directors

(i) *Remuneration of our Executive Directors*

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2023 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Aditya Sitaram Joshi <sup>^</sup>	Nil
2.	Shyam Behari Sharma	Nil

<sup>^</sup>Appointed as a Managing Director pursuant to a resolution passed by the Board of Directors at the meeting held on August 3, 2023 and approved by the Shareholders of our Company at the EGM held on August 8, 2023. Accordingly, remuneration was not paid to the Director for Fiscal 2023.

Our Executive Directors were not paid sitting fee in Fiscal 2023 for attending meetings of the Board of Directors and its committees.

(ii) *Sitting fee details of our Independent Directors and Non-Executive Directors*

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Sheela Sharma	Nil
2.	Sarika Sharma <sup>^</sup>	Nil
3.	Shabnam Khureshi <sup>^</sup>	Nil

<sup>^</sup>Appointed as Independent Directors pursuant to a resolution passed by the Shareholders of our Company at the EGM held on August 16, 2023. Accordingly, sitting fee was not paid to the Director for Fiscal 2023.

Our Board of Directors in their meeting held on October 16, 2023 have fixed ₹ 2,000/- as sitting fee for Independent Directors and Non-Executive Directors, for attending meetings of the Board of Directors and its committees.

**Payment or benefit to Directors of our Company**

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

**Remuneration paid to our Directors by our Subsidiary**

As on the date of this Draft Red Herring Prospectus, our Company does not have a subsidiary.

**Loans to Directors**

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

**Shareholding of Directors in our Company**

Except as stated below, none of our Directors holds any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Issue Equity Share Capital
1)	Sheela Sharma	4,87,500	3.52%

\* Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

**Interest of our Directors**

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see “*Terms of appointment and remuneration of our Executive Directors*” above.

Aditya Sitaram Joshi is one of the Promoters of our Company and may be deemed to be interested in the promotion of our Company to the extent he has promoted our Company. Except as stated above, our Directors have no interest in the promotion of our Company other than in the ordinary course of business. Our Directors may also be regarded as interested to the extent of Equity Shares held by them in our Company, if any, details of which have been disclosed above under the heading “*Shareholding of Directors in our Company*”. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in “*Financial Information*” and “*Our Promoters and Promoter Group*” beginning on Page Nos. 158 and 158, respectively of this Draft Red Herring Prospectus, our Directors are not interested in any other company, entity or firm.

Except as stated in “*Restated Financial Information – Annexure - 29 – Related Party Transactions*” from the chapter titled “*Restated Financial Information*” on Page No. 158 of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

#### **Interest as to property**

Except as mentioned in “*Our Business - Land and Property*” and “*Restated Financial Information – Annexure 29– Related Party Transactions*” from the chapter titled “*Restated Financial Information*” on Page Nos. 121 and 178 of this Draft Red Herring Prospectus our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

#### **Bonus or Profit Sharing Plan for our Directors**

None of our Directors are a party to any bonus or profit sharing plan.

#### **Changes in our Board during the Last Three Years**

Except as disclosed below, there have been no changes in our Board during the last three years.

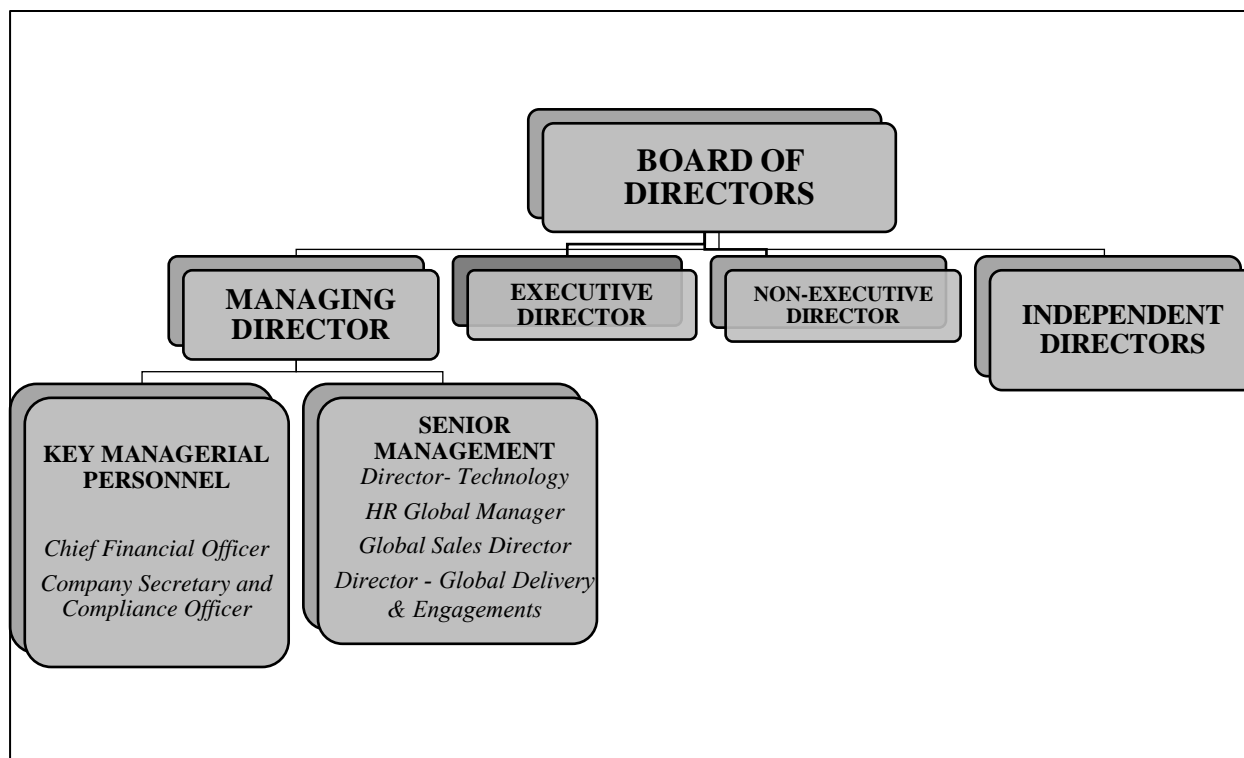
<b>Name of Director</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Reasons for Change/ Appointment</b>
Shabnam Khureshi	August 18, 2023	-	Appointed as Independent Director
Sarika Sharma	August 16, 2023	-	Appointed as Independent Director
Aditya Sitaram Joshi	August 1, 2023	-	Change in designation from Additional Executive Director to Managing Director*
Aditya Sitaram Joshi	May 22, 2023	-	Appointed as Additional Executive Director
Bhavin Goda	-	November 11, 2022	Resigned as the Director
Bhavika Goda	-	November 11, 2022	Resigned as the Director
Shyam Behari Sharma	November 8, 2022	-	Appointed as Additional Director^
Sheela Sharma	November 8, 2022	-	Appointed as Additional Director^

\*Appointed as Managing Director pursuant to a resolution passed by the Board of Directors at the meeting held on August 3, 2023 and approved by the Shareholders at the EGM held on August 8, 2023.

^The appointment of the Directors was regularised pursuant to a resolution passed by the Shareholder in their AGM held on July 20, 2023.

## Management Organization Structure

Set forth is the management organization structure of our Company:



## Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Draft Red Herring Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee; and
- c) Nomination and Remuneration Committee.

Details of each of these committees are as follows:

### AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated October 16, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Shabnam Khureshi	Chairman	Non-Executive Independent Director
Sarika Sharma	Member	Non-Executive Independent Director
Aditya Joshi	Member	Chairman, Managing Director and Chief Executive Officer

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

**The scope of Audit Committee shall include but shall not be restricted to the following:**

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange from time to time, the following:

**A. Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice;
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

**Role of Audit Committee**

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- (2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;
- (5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (6) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;

- d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
- (7) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  - (8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the Issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) to take up steps in this matter;
  - (9) reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
  - (10) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

***Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

- (11) scrutiny of inter-corporate loans and investments;
- (12) valuation of undertakings or assets of the Company, wherever it is necessary;
- (13) evaluation of internal financial controls and risk management systems;
- (14) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (15) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (16) discussion with internal auditors of any significant findings and follow up there on;
- (17) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- (18) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (19) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (20) monitoring the end use of funds raised through public offers and related matters;
- (21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- (22) reviewing the functioning of the whistle blower mechanism;
- (23) monitoring the end use of funds raised through public offers and related matters;
- (24) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (25) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (26) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
- (27) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
- (28) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- (29) carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/or any other applicable law, as and when amended from time to time.”

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor;
5. Statement of deviations in terms of the SEBI Listing Regulations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.
6. review the financial statements, in particular, the investments made by any unlisted subsidiary;
7. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Audit Committee shall meet at least four times a year with maximum interval of four months between two meetings, and shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholder's Relationship Committee was constituted at a meeting of the Board of Directors held on October 16, 2023. As on the date of this Draft Red Herring Prospectus the Stakeholder's Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Sarika Sharma	Chairman	Non-Executive Independent Director
Shabnam Khureshi	Member	Non-Executive Independent Director
Aditya Joshi	Member	Chairman, Managing Director and Chief Executive Officer

The Company Secretary of the Company shall act as the secretary of the committee.

***Terms of Reference for the Stakeholders' Relationship Committee:***

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- (2) Review of measures taken for effective exercise of voting rights by shareholders;
- (3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
- (4) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time
- (5) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (6) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- (7) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
- (8) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
- (9) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;
- (10) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority; and
- (11) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.



The Stakeholders Relationship Committee shall meet at least once in a year.

The Chairperson of the Stakeholders Relationship Committee shall be present at general meetings of the Company, or in the absence of the Chairperson, any other member of the Stakeholders Relationship Committee authorised by the Chairperson in this behalf.

#### **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on October 16, 2023. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Sarika Sharma	Chairperson	Non-Executive Independent Director
Shabnam Khureshi	Member	Non-Executive Independent Director
Sheela Sharma	Member	Non-Executive Director

The Company Secretary of the Company shall act as the secretary of the committee.

#### ***Terms of Reference for the Nomination and Remuneration Committee:***

The Nomination and Remuneration Committee shall be responsible for, among other things, the following, in supersession of the previous terms of reference of the Nomination and Remuneration Committee:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (2) For every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.
  - (3) Formulation of criteria for evaluation of independent directors and the Board;
  - (4) Devising a policy on Board diversity;
  - (5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director);

- (6) Analysing, monitoring and reviewing various human resource and compensation matters;
- (7) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (8) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (9) Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
- (10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
- (11) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (12) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
  - (a) To administer the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:
    - i. determining the eligibility of employees to participate under the ESOP Scheme;
    - ii. determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
    - iii. date of grant;
    - iv. determining the exercise price of the option under the ESOP Scheme;
    - v. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
    - vi. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
    - vii. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
    - viii. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
    - ix. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
    - x. the grant, vest and exercise of option in case of employees who are on long leave;
    - xi. allow exercise of unvested options on such terms and conditions as it may deem fit;
    - xii. the procedure for cashless exercise of options;
    - xiii. forfeiture/ cancellation of options granted;
    - xiv. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
      - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
      - for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
      - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

- (13) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme.
- (14) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- (15) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
- (16) To consider any other matters as may be requested by the Board; and
- (17) To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

The committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and
- (c) call any director or other employee to be present at a meeting of the Committee as and when required.

If the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

The quorum for a meeting of the Nomination and Remuneration Committee shall either be two members or one-third of the members of the Nomination and Remuneration Committee, whichever is greater, with at least one independent director present.

The Nomination and Remuneration Committee shall meet at least once in a year.

The Chairperson of the Nomination and Remuneration Committee shall be present at general meetings of the Company to answer the shareholders' queries, however, it shall be up to the chairperson to decide who shall answer the queries. In the absence of the Chairperson, any other member of the Nomination and Remuneration Committee may be authorised by the Chairperson in this behalf.

#### **Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

#### **Our Key Managerial Personnel**

In addition to our Chairman and Managing Director and Chief Executive Officer, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus:

**Binny Porwal** aged 30 years, is the Company Secretary of our Company. She holds a bachelor's degree in commerce from New L. J. Commerce College, Gujarat University and bachelor's degree in law from D. T. Law College, Gujarat University. She is an associate member of the Institute of Company Secretaries of India. In the past, she was associated with SEP Energy Private Limited, in the capacity of company secretary cum accountant. She has been associated with our Company since September 4, 2023. She has not received remuneration in the Financial Year 2023. She will be overseeing the compliance and secretarial related matters of our Company.

**Nitesh Narayan Shetty** aged 34 years, is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Mumbai. In the past he was associated with HDFC Securities Limited, in the capacity of telebroking executive; Aon Services India Private Limited, in the capacity of IND delivery - payroll; ApTask India Private Limited, in the capacity of accounts and payroll manager; Zensar Technologies Limited; SA Tech Software India Private Limited, in the capacity of assistant manager- finance. He has been associated with our Company since April 1, 2021 in the capacity of assistant manager- finance. During Fiscal Year 2023, he has not drawn any remuneration in the capacity of Chief Financial Officer.

All our Key Managerial Personnel are permanent employees of our Company.

### **Our Senior Managerial Personnel**

In addition to our Chairman and Managing Director, Chief Executive Officer and Company Secretary and Compliance Officer, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*' and '*Our Key Managerial Personnel*', set forth below are the details of our Senior Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus:

**Khanindra Talukdar**, aged 39 years, is Director Technology of our Company. He holds bachelor's degree in science (information technology) from Chaudhary Charan Singh University, Meerut. In the past, he was associated with SA Tech Software India Private Limited, in the capacity of director- Microsoft services. He has experience in providing solutions using tools offered by Microsoft. He has been associated with our Company since April 1, 2021. During Fiscal year 2023, Khanindra Talukdar has drawn remuneration of ₹ 23.42 lakhs.

**Kiran Srichand Mata**, aged 38 years, is HR Global Manager of our Company. She holds bachelor's degree in commerce from University of Pune and a bachelor's degree in law from Savitribai Phule Pune University. Previously, she was associated with SA Tech Software India Private Limited in the capacity of HR Coordinator and was transferred to our Company with effect from April 1, 2021. In the past, she was associated with Tech Mahindra Business Services Limited in the capacity of customer relations advisor. She has significant experience in HR compliance and Employee Development. She has been associated with our Company since April 1, 2021. During Fiscal year 2023, Kiran Srichand Mata has drawn remuneration of ₹ 4.87 lakhs.

**Yashwanth B S**, aged 34 years, is Global Sales Director of our Company. He has attended Bangalore University to pursue bachelor's degree in arts. In the past he was associated with Collabera Technologies Private Limited in the capacity of manager recruitment and client management; with Magna Infotech Private Limited in the capacity of IT recruiter, with Experis IT Private Limited in the capacity of senior account manager; with Future Focus Infotech Private Limited in the capacity of senior manager- sales; with Delivery Centric Technologies Services Private Limited in the capacity of Senior Business Manager. He has experience in client management, team management and recruitment. He has been associated with our Company since April 24, 2023. He has not received remuneration in the Financial Year 2023.

**Praveen S Chandannavar**, aged 36 years, is Director - Global Delivery & Engagements. He holds bachelor's degree in engineering from Visvesvaraya Technological University. Previously he was associated with Joules to Watt Solutions Private Limited in the capacity of project manager for the embedded software program; TAPFIN Solutions in the capacity of project manager of design for testability project; Ernst & Young in the capacity of program manager of the design verification project. He has been associated with our Company since September 1, 2023. He has not received remuneration in the Financial Year 2023.

### **Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management**

Except as disclosed under the heading "*Relationship between our Directors*" herein above, none of the key managerial personnel and Senior Management are related to each other or to our Promoters or to any of our Directors.

### **Shareholding of the Key Managerial Personnel and Senior Management**

None of the Key Management Personnel and Senior Management hold shareholding in our Company. Except:

Sr. No.	Name of Senior Management	Number of Equity Shares	% of Equity Share Capital
1)	Khanindra Talukdar	15,000	0.11%
2)	Kiran Srichand Mata	5,000	0.04%
3)	Yashwanth B S	5,000	0.04%
4)	Praveen S Chandannavar	5,000	0.04%
5)	Nitesh Narayan Shetty	2,500	0.02%

#### **Bonus or Profit Sharing Plan for our Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit sharing plan.

#### **Payment or benefit to Key Managerial Personnel and Senior Management of our Company**

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

#### **Interest of Key Managerial Personnel and Senior Management**

Except as disclosed in this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them 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.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

#### **Changes in Key Managerial Personnel and Senior Management in the Last Three Years**

In addition to the changes specified under “- *Changes in our Board during the Last Three Years*”, set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus:

Name	Designation	Date of change	Reason
Nitesh Narayan Shetty	Chief Financial Officer	October 3, 2023	Appointment
Shyam Behari Sharma	Chief Financial Officer	October 3, 2023	Resignation
Binny Porwal	Company Secretary	September 4, 2023	Appointment
Shyam Behari Sharma	Chief Financial Officer	August 14, 2023	Appointment
Aditya Sitaram Joshi	Chief Executive Officer	August 14, 2023	Appointment
Aditya Sitaram Joshi	Chief Financial Officer	July 21, 2023	Resignation
Aditya Sitaram Joshi	Chief Financial Officer	May 22, 2023	Appointment

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

#### **Employees’ Stock Option Plan**

As on date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

#### **Loans taken by Directors / Key Management Personnel and Senior Management**

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Draft Red Herring Prospectus.

## OUR PROMOTER AND PROMOTER GROUP

### Our Promoters

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are Opalforce Inc., Aditya Sitaram Joshi and Priyanka M Joshi.

As on the date of this Draft Red Herring Prospectus, the shareholding of our Promoters in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held	% of pre-Offer issued, subscribed and paid-up Equity Share capital
1.	Opalforce Inc.	1,20,48,795	87.00
2.	Aditya Sitaram Joshi	Nil	Nil
3.	Priyanka M Joshi	Nil	Nil
<b>Total</b>		<b>1,20,48,795</b>	<b>87.00</b>

For details of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure – Details of Shareholding of our Promoters, members of the Promoter Group in the Company*", on page 74.

Details of our Individual Promoters

#### ***Aditya Sitaram Joshi***



Aditya Sitaram Joshi, aged 42 years, is the Chairman and Managing Director and Chief Executive Office of our Company.

*Permanent Account Number:* ADFPJ4269E

For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see "*Our Management*" on page 134.

#### ***Priyanka M Joshi***



Priyanka M Joshi, born on January 7, 1971, aged 52 years, is one of the Promoters of our Company. She is a US citizen and is a resident of 1057, Oleander CT Sunnyvale, CA, 94 086. As on the date of this Draft Red Herring Prospectus, Priyanka M Joshi does not hold any shareholding in our Company.

Priyanka M Joshi holds a bachelor's degree in commerce from University of Delhi. She is the founder, promoter and director of SA Technologies Inc. and Opalforce Inc. She has significant experience in operational management, human resource management and financial management.

*Permanent Account Number: AOCPJ6379P*

### **Details of our Corporate Promoter**

#### **Opalforce Inc.**

Opalforce Inc. was incorporated on June 29, 2007 as a C-corp company pursuant to a certificate of incorporation dated June 29, 2007 issued by Meghan Record. The registered office of our Promoter is situated at 1057 Oleander CT, Sunnyvale CA- 94086. The PAN of Opalforce Inc. is AAECO1672R.

The main object of Opalforce Inc. is to provide IT consulting and services in the area of information technology and software designing..

As of the date of this Draft Red Herring Prospectus, the shares of Opalforce Inc. are not listed on any stock exchange.

#### **Directors of Opalforce Inc.**

Priyanka Joshi is the director of Opalforce Inc.

#### **Promoter of Opalforce Inc.**

Priyanka Joshi is the promoter of Opalforce Inc.

#### **Shareholding of Opalforce Inc.**

S. No.	Name of the Shareholder	Number of equity shares	% of equity share capital
1.	Priyanka Joshi	1,500	100%

#### **Changes in management and control of Opalforce Inc.**

There has been no change in the management and control of Opalforce Inc. in the three years preceding the date of this Draft Red Herring Prospectus. Opalforce Inc. has not changed its activities since the date of its incorporation.

Our Company confirms that the permanent account number, bank account number(s), registration number, and addresses of Opalforce Inc. (United States of America) (where it is registered) will be submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus.

#### **Changes in control of our Company**

Our Promoters are the original promoters of our Company and there has not been an effective change in the management and control of our Company.

### **Other ventures of our Promoters**

Other than as disclosed in “– Promoter Group” below and in “Our Management” on pages 150 and 134, our Promoters are not involved in any other ventures.

### **Interest of our Promoters**

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) of the Equity Shares held by them in our Company and dividend payable, if any, and other distributions in respect of the Equity Shares held by them; (iii) our Promoters are interested to the extent of any reimbursement received by them from our Company and payments made for services rendered by entities in which are Promoters have been interested in (iv) of any transactions or business arrangements undertaken by our Company with our Promoters, or their relatives or entities in which our Promoters hold shares.

Aditya Sitaram Joshi is the Chairman and Managing Director and Chief Executive Officer of our Company, and therefore shall be deemed to be interested to the extent of any remuneration or reimbursement payable to him in the capacity of a Director of our Company. For details regarding the shareholding of our Promoters and other interests in our Company, please see the sections entitled, see “Capital Structure”, “Our Management”, “Financial Indebtedness” and “Summary of the Issue Document – Summary of Related Party Transactions” on pages 68, 134, 195 and 23, respectively.

Except as disclosed in “Financial Information - Restated Financial Information – Annexure 29: Related Party Transactions” beginning on page 178, our Promoters are not interested in any property acquired by our Company.

### **Interest in property, land, construction of building and supply of machinery**

Except as disclosed in “Financial Information - Restated Financial Information – Annexure 29: Related Party Transactions” beginning on page 178, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

### **Payment or Benefits to Promoters or Promoter Group**

Our Directors, Shyam Behari Sharma and Sheela Sharma are related to our Promoter, Priyanka M Joshi and therefore would be deemed to be interested to the extent of remuneration or sitting fee or reimbursements paid to them by our Company in their capacity as Directors.

Except as stated in “Financial Information - Restated Financial Information – Annexure 29: Related Party Transactions” beginning on page 178, “Our Management- Terms of appointment of Managing Director” and “Other Financial Information” on pages 134 and 194. respectively, there has been no payment of any amount or benefit given to our Promoters or Promoter Group during the two years preceding the date of filing of the Draft Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or Promoter Group as on the date of filing of this Draft Red Herring Prospectus.

### **Companies or firms with which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of the Draft Red Herring Prospectus.

### **Material guarantees**

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

### **Other confirmations**



Our Promoters have not been declared as Wilful Defaulters. Our individual Promoter has not been declared as Fugitive Economic Offender.

Our Promoters, members of our Promoter Group and the persons in control of our Corporate Promoter, are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Promoters and members of the Promoter Group are not promoters, directors or persons in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

For details on litigation involving our Promoters in accordance with SEBI ICDR Regulation, see “*Outstanding Litigation and Material Developments – Litigation involving our Promoters*” on page 205.

### Promoter Group

Persons constituting the Promoter Group (other than our Promoters) of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations 2018 are set out below:

*Natural persons forming part of our Promoter Group (other than our Promoters):*

S. No.	Name of member of our Promoter Group	Relationship with our Promoters
<b><i>Aditya Sitaram Joshi</i></b>		
1.	Anchal Pushpkumar Sharma	Spouse
2.	Late Dr. Sitaram Basantilal Joshi	Father
3.	Late Uma Joshi	Mother
4.	Kapil Sitaram Joshi	Brother
5.	Ayushmaan Joshi	Son
6.	-	Daughter
7.	Puspukumar Ratanlal Sharma	Spouse’s father
8.	Manju Sharma	Spouse’s mother
9.	-	Spouse’s brother
10.	-	Spouse’s sister
<b><i>Priyanka M Joshi</i></b>		
1.	Manoj Narottam Joshi	Spouse
2.	Shyam Sharma	Father
3.	Sheela Sharma	Mother
4.	NA	Brother
5.	Shantanu Joshi	Son
6.	Abhinav Joshi	
7.	NA	Daughter
8.	Narottam Vishwanath Joshi	Spouse’s father
9.	Sunila Narottam Joshi	Spouse’s mother
10.	NA	Spouse’s brother
11.	Swati Sharma	Spouse’s sister

*Entities forming part of our Promoter Group (other than our Promoters):*

S. No.	Name of entities	Nature of relationship with Promoters/ Promoter Group	Permanent Account Number
1.	SA Technologies Inc	Shareholding of Priyanka Joshi and Manoj Joshi	ABCCS6132K
2.	S A Tech Software India Private Limited	Shareholding of SA Technologies Inc	AASCS2449E

<b>S. No.</b>	<b>Name of entities</b>	<b>Nature of relationship with Promoters/ Promoter Group</b>	<b>Permanent Account Number</b>
3.	Satincorp Technologies Inc	Shareholding of Shantanu Joshi and Abhinav Joshi	-
4.	Honeybee Tech Solutions Private limited.	Shareholding of Swati Sharma	AAACX0761C

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated September 4, 2023, and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Offer Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the section titled “*Financial Information*” on page 158 of this Draft Red Herring Prospectus.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, S A Tech Software India Private Limited and SA Technologies Inc. has been identified and considered as the Group Company of our Company.

### A. Details of our Group Companies

#### S A Tech Software India Private Limited

##### *Registered Office address*

The registered office of S A Tech Software Indian Private Limited is situated at Off No. D-6030, 6th Floor Solitaire Bus. Hub Viman Nagar, Pune 411 014, Maharashtra, India.

##### *Financial Performance*

The financial information derived from the audited financial statements of S A Tech Software India Private Limited for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 have been provided below:

(₹ in Lakhs)

Particulars	March 31, 2023	March31, 2022	March 31, 2021
Equity capital	42.98	42.98	42.98
Preference Share	-	-	-
Reserves and surplus (excluding revaluation)	680.41	461.44	1,149.42
Sales/ Revenue from Operations	5,673.05	4,121.54	5,465.59
Profit/(Loss) after tax	218.97	-687.98	79.93
Earnings per share (₹) (Basic)	50.95	-160.06	18.60
Earnings per share (₹) (Diluted)	50.95	-160.06	18.60
Net Worth available to equity shareholders	1,456.56	1,589.88	1,790.60
Net asset value per share (₹)	33.89	36.99	41.66

#### SA Technologies Inc.

##### *Registered Office address*

The registered office of SA Technologies Inc. is situated at 1057 Oleander CT, Sunnyvale, CA 94086.

##### *Financial Performance*

The financial information derived from the audited financial statements of SA Technologies Inc. for the Financial Years ended December 31, 2022, December 31, 2021 and December 31, 2020 has been provided below:

(₹ in Lakhs)

Particulars	December 31, 2022	December 31, 2021	December 31, 2020
Equity capital	0.62	0.62	0.62
Preference Share	-	-	-
Reserves and surplus (excluding revaluation)	1,983.19	1,979.62	1,967.86
Sales/ Revenue from Operations	7,467.79	9,022.12	6,899.50
Profit/(Loss) after tax	11.76	3.58	15.69
Earnings per share (₹) (Basic)	783.72	238.38	1,046.07

Particulars	December 31, 2022	December 31, 2021	December 31, 2020
Earnings per share (₹) (Diluted)	783.72	238.38	1,046.07
Net Worth available to equity shareholders	3,599.82	3,620.44	2,091.68
Net asset value per share (₹)	2,39,987.80	2,41,362.52	1,39,445.46

## B. Litigation

Our Group Companies are not party to any litigation which may have material impact on our Company.

## C. Common pursuits

Our Group Companies are engaged in similar business as that of our Company. As on date of this Draft Red Herring Prospectus, our Company has not entered into non-compete agreements with our Group Companies, for risks relating to the same, please see “*Risk Factors- Risk Factor 49- Our corporate Promoter and Group Companies may have conflict of interest with us as it is engaged in similar business and may compete with us*” on page 44.

## D. Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in “*Restated Financial Information*” on page 158, there are no other related business transactions between our Group Companies and our Company.

## E. Business Interest

Except as disclosed in the section “*Restated Financial Information*” on page 158, our Group Companies have no business interests in our Company.

## F. Nature and extent of interest of our Group Companies

### a) *In the promotion of our Company*

Our Group Companies do not have any interest in the promotion of our Company.

### b) *In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company*

Our Group Companies are not interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

### c) *In transactions for acquisition of land, construction of building and supply of machinery*

Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

## **DIVIDEND POLICY**

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of, or may enter into, to finance our fund requirements for our business activities. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years and three month period ended June 30, 2023. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled “*Risk Factors*” on Page No. 28 of this Draft Red Herring Prospectus.

**SECTION VI – FINANCIAL INFORMATION**

**RESTATED FINANCIAL INFORMATION**

<b>S. No.</b>	<b>Details</b>	<b>Page Number</b>
1.	Restated Financial Information	159 – 193

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# Katariya & Munot

Chartered Accountants

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

## Independent Auditor's Examination Report on Restated Financial Statements

To,  
**The Board of Directors,**  
**Opalforce Software India Limited**  
3rd Floor Awfis Space GK Mall,  
Sr No. 133/1/3,161,  
11 Pimple Saudagar Sangavi,  
Pune, Maharashtra, India, 411027.

Dear Sir/Ma'am,

1. We have examined the attached Restated Financial statements and other financial information of **Opalforce Software India Limited**, (formerly known as **Opalforce Software India Private Limited**) (the "Company") as at and for the year ended on March 31, 2023, March 31, 2022 and March 31, 2021 and for the period ended June 30, 2023 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Prospectus / Prospectus (being collectively referred as "Offer Document") in connection with its proposed Initial Public Offer ("IPO") on the SME Platform of the BSE Limited ("BSE").
2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of :
  - i) Section 26 of Part I of Chapter III of the Companies Act, 2013("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - iii) The Guidance Note on Reports in Company Draft Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");
  - iv) The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations.
  - v) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information;

The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement & other Financial information for the purpose of inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Pune in connection with the proposed IPO. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined the accompanied the 'Restated Statement of Assets and Liabilities' (**Annexure- 1**), 'Restated Statement of Profit and Loss' (**Annexure – 2**), "Restated Statement of Cash Flows" (**Annexure 3**) for the financial years ended on March 31, 2023, March 31, 2022, March 31 2021 and period ended on June 30, 2023, as on above dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies (**Annexure – 4**) thereon, which are the responsibility of the Company's management. The information has been extracted from the Financial Statements of the company for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 and for the period ended June 31, 2023. The Financial Statements of the company financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 is audited by **us**, being the Statutory Auditor of the Company (Peer Review), which were approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting.

3. In terms of Schedule VI (Part A)(11)(II)(A)(i) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of **Opalforce Software India Limited**, we have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
4. Based on our examination, we report that:
  - a. The "Restated Financial Statement of Assets and Liabilities" as set out in **Annexure 1**, Restated Financial Statement of Profit and Loss" as set out in **Annexure 2**, "Restated Financial Statement of Cash Flows" as set out in **Annexure 3**, to this report, of the Company as at June 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 Financial Statements have been arrived at after making such adjustments and regroupings to the Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies as set out in **Annexure 4** & and Notes to Accounts to this Report.
  - b. The Restated Financial Statements have been made after incorporating adjustments for:



- i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
  - ii. Prior period and other material amount in the respective financial years to which they relate.
  - iii. do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments;
  - iv. Restated Summary Statement of 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 to this report;
  - v. Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies;
  - vi. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - vii. The Company has paid dividend for the financial year ended on March 31, 2023, 2022 and 2021 and for the period ended June 30, 2023.
- c. The audit reports on the Financial Statements of the Company as at and for years ended March 31, 2023, March 31, 2022 and March 31, 2021 as referred in paragraph 3 above, expresses an unmodified opinion for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 and for the period ended June 31, 2023.
- i. Other remarks/comments in the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (11) of section 143 of the act, on financial statements of the company for the financial years ended March 31, 2023, 2022 and 2021 and for the period ended June 30, 2023 as mentioned in report.
5. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

Annexure of Restated Financial Statements of the Company:-

- i. Statement of Equity Share Capital, as restated (Annexure – 5)
- ii. Statement of Reserves & Surplus, as restated (Annexure - 6)
- iii. Statement of Long Term Borrowings, as restated (Annexure - 7)

- iv. Statement of Nature and terms of repayment for borrowings, as restated ( Annexure – 7.1)
- v. Statement of Short Term Borrowings, as restated (Annexure – 8)
- vi. Statement of Trade Payables, as restated (Annexure - 9)
- vii. Statement of Other Current Liabilities, as restated (Annexure - 10)
- viii. Statement of Short Term Provisions, as restated (Annexure -11)
- ix. Statement of Property, Plant and Equipment, as restated (Annexure -12)
- x. Statement of Non-Current Investments, as restated (Annexure – 13)
- xi. Statement of Long Term Loan & Advances, as restated (Annexure – 14)
- xii. Statement of Trade Receivables, as restated (Annexure - 15)
- xiii. Statement of Cash and Cash Equivalents, as restated (Annexure - 16)
- xiv. Statement of Short Terms Loans and Advances, as restated (Annexure - 17)
- xv. Statement of Other Current Assets, as restated (Annexure - 18)
- xvi. Statement of Contingent Liabilities, as restated (Annexure - 19)
- xvii. Statement of Revenue from Operations, as restated (Annexure – 20)
- xviii. Statement of Particular of Sale of Products/Services, as restated (Annexure – 20.1)
- xix. Statement of Other Income, as restated (Annexure - 21)
- xx. Statement of Cost of sale of Services, as restated (Annexure - 22)
- xxi. Statement of Employee Benefit Expenses, as restated (Annexure - 23)
- xxii. Statement of Finance Cost, as restated (Annexure - 24)
- xxiii. Statement of Depreciation and Ammortization, as restated (Annexure - 25)
- xxiv. Statement of Other Expenses, as restated (Annexure - 26)
- xxv. Statement of Payment to Auditor, as restated ( Annexure – 26.1)
- xxvi. Statement of Deferred Tax Assets/Liability, as restated (Annexure - 27)
- xxvii. Statement of Reconciliation of Restated profit (Annexure – 28)
- xxviii. Statement of Related Party Transactions, as restated (Annexure - 29)
- xxix. Statement of Summary Accounting Ratios, as restated (Annexure - 30)
- xxx. Statement of Tax Shelter, as restated ( Annexure - 31)
- xxxi. Statement of Capitalization, as restated (Annexure - 32)
- xxxii. Statement of Ratio Analysis, as restated (Annexure - 33)

- 6.** In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure 1 to 33 read with the significant accounting policies and notes to the restated Financial Statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited Financial Statements for the relevant years.

7. This 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.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For and on Behalf of  
**Katariya & Munot**  
**Chartered Accountants**  
**Firm Registration number: 128438W**

**Poonam Katariya**  
**Partner**  
**Membership number: 119638**  
**Date: 20th October 2023**  
**Place: Pune**  
**UDIN: 23119638BGUJCF5499**



**OPALFORCE SOFTWARE INDIA LIMITED**

**RESTATED STATEMENT OF ASSETS & LIABILITIES**

Annexure 1  
(Rs. In Lakhs)

Particulars	Annexure No.	As at 30th June 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share capital	5	1.00	1.00	1.00	1.00
(b) Reserves and surplus	6	300.81	242.14	120.88	85.36
<b>2 Non-current liabilities</b>					
(a) Long-term borrowings	7	11.63	12.60	-	-
(b) Deferred tax liabilities (Net)		-	-	-	-
(c) Long-term Provisions		-	-	-	-
<b>3 Current liabilities</b>					
(a) Short-term borrowings	8	3.05	2.75	-	-
(b) Trade payables	9				
Total outstanding dues of micro enterprises and small		-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small		193.30	242.73	0.10	-
(c) Other current liabilities	10	59.22	84.69	37.60	-
(d) Short-term provisions	11	109.13	92.87	6.17	0.72
<b>TOTAL</b>		<b>678.15</b>	<b>678.78</b>	<b>165.75</b>	<b>87.08</b>
<b>II. ASSETS</b>					
<b>1 Non-current assets</b>					
(a) Property, Plant and Equipments					
(i) Tangible assets	12	31.42	33.76	1.00	-
(ii) Intangible Assets		-	-	-	-
(iii) Capital Work in Progress		-	-	-	-
Total		<b>31.42</b>	<b>33.76</b>	<b>1.00</b>	-
(b) Non Current Investments	13	26.11	26.11	15.30	15.31
(c) Long-term loans and advances	14	0.50	0.15	0.14	0.14
(d) Other Non Current Assets		-	-	-	-
(e) Deferred Tax Assets	27	2.82	2.58	7.57	0.55
<b>2 Current assets</b>					
(a) Current Investments		-	-	-	-
(b) Inventories		-	-	-	-
(c) Trade receivables	15	394.32	402.20	58.00	-
(d) Cash and cash equivalents	16	8.79	13.50	2.10	2.65
(e) Short-term loans and advances	17	35.21	16.14	52.56	68.43
(f) Other Current Assets	18	178.98	184.34	29.08	-
<b>TOTAL</b>		<b>678.15</b>	<b>678.78</b>	<b>165.75</b>	<b>87.08</b>

Accounting Policies & Notes on Accounts 4

As per our Report on Even date attached  
For Katariya & Munot  
Chartered Accountants  
FRN No. 128438W

Poonam Katariya  
Partner  
M. No. 1193638  
Place : Pune  
Date : 20/10/2023  
UDIN: 23119638BGUJCF5499

For, Opalforce Software India Limited

Aditya Joshi  
Director  
DIN : 02322541

Sheela Sharma  
Director  
DIN : 09783932

Binny Porwal  
CS

Nitesh Shetty  
CFO

**OPALFORCE SOFTWARE INDIA LIMITED**  
**RESTATED STATEMENT OF PROFIT & LOSS**

Annexure 2  
(Rs. In Lakhs)

Particulars		Annexure No.	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I.	Revenue from operations	20	458.53	1,401.18	471.41	2.16
II.	Other income	21	0.10	0.06	-	-
<b>III.</b>	<b>Total Income (I + II)</b>		<b>458.63</b>	<b>1,401.24</b>	<b>471.41</b>	<b>2.16</b>
IV.	Expenses:					
	Cost of Sale of Services	22	227.46	656.82	146.93	-
	Employee benefits expense	23	128.72	531.47	280.16	-
	Finance costs	24	0.62	0.50	0.10	-
	Depreciation and amortization expense	25	4.33	12.88	0.28	-
	Other expenses	26	17.99	22.25	15.45	0.74
	<b>Total expenses</b>		<b>379.11</b>	<b>1,223.92</b>	<b>442.91</b>	<b>0.74</b>
<b>V.</b>	<b>Profit before tax (III-IV)</b>		<b>79.52</b>	<b>177.32</b>	<b>28.50</b>	<b>1.42</b>
VI.	Tax expense:					
	(1) Current tax		21.09	46.40	4.45	0.22
	(2) Deferred tax		(0.24)	4.99	(7.02)	(0.55)
	(3)MAT Credit Entitlement		-	4.67	(4.45)	(0.22)
<b>VII</b>	<b>Profit (Loss) for the period (V-VI)</b>		<b>58.67</b>	<b>121.26</b>	<b>35.52</b>	<b>1.97</b>
<b>VIII</b>	<b>Earnings per equity share:</b>					
	(1) Basic (Adjusted)		2.43	5.03	1.47	0.08
	(2) Diluted (Adjusted)		2.43	5.03	1.47	0.08

Accounting Policies & Notes on Accounts

4

As per our Report on Even date attached  
For Katariya & Munot  
Chartered Accountants  
FRN No. 128438W

For, Opalforce Software India Limited

**Poonam Katariya**  
Partner  
M. No. 1193638  
Place : Pune  
Date : 20/10/2023  
UDIN: 23119638BGUJCF5499

**Aditya Joshi**  
Director  
DIN : 02322541

**Sheela Sharma**  
Director  
DIN : 09783932

**Binny Porwal**  
CS

**Nitesh Shetty**  
CFO

**OPALFORCE SOFTWARE INDIA LIMITED**  
**RESTATED STATEMENT OF CASHFLOW**

Annexure 3  
(Rs. In Lakhs)

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>Cash flow from Operating Activities</b>				
Net Profit Before tax as per Statement of Profit & Loss	79.52	177.32	28.50	1.42
Adjustments for :				
Depreciation & Amortisation Exp.	4.33	12.88	0.28	-
Interest Income	-	0.06	-	-
Finance Cost	0.62	0.50	0.10	0.38
<b>Operating Profit before working capital changes</b>	<b>84.46</b>	<b>190.76</b>	<b>28.88</b>	<b>1.42</b>
<b>Changes in Working Capital</b>				
Dec/(Inc) Trade receivable	7.88	(344.20)	(58.00)	-
Dec/(Inc) Other Loans and advances receivable	(19.08)	36.42	15.87	(0.93)
Dec/(Inc) Other Current Assets	5.36	(155.26)	(29.08)	1.41
Inc/(Dec) Trade Payables	(49.43)	242.63	0.10	-
Inc/(Dec) Other Current Liabilities	(25.47)	47.09	37.60	-
Inc/(Dec) Short term Provisions	16.27	86.70	5.45	0.32
	(64.47)	(86.62)	(28.07)	0.81
<b>Net Cash Flow from Operation</b>	<b>20.00</b>	<b>104.14</b>	<b>0.81</b>	<b>2.22</b>
Less : Income Tax paid	21.09	51.06	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1.09)</b>	<b>53.07</b>	<b>0.81</b>	<b>2.22</b>
<b>Cash flow from investing Activities</b>				
Purchase of Fixed Assets	(1.98)	(45.64)	(1.28)	-
Interest Income	-	(0.06)	-	-
	(2.33)	(56.52)	(1.27)	(0.14)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(2.33)</b>	<b>(56.52)</b>	<b>(1.27)</b>	<b>(0.14)</b>
<b>Cash Flow From Financing Activities</b>				
Short Term Borrowing (Net)	0.30	2.75	-	-
Interest Paid	(0.62)	(0.50)	(0.10)	-
Issue of Shares	-	-	-	-
	(1.29)	14.85	(0.10)	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(1.29)</b>	<b>14.85</b>	<b>(0.10)</b>	<b>-</b>
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>(4.71)</b>	<b>11.40</b>	<b>(0.55)</b>	<b>2.08</b>
Opening Cash & Cash Equivalents	13.50	2.10	2.65	0.57
<b>Cash and cash equivalents at the end of the period</b>	<b>8.79</b>	<b>13.50</b>	<b>2.10</b>	<b>2.65</b>
<b>Cash And Cash Equivalents Comprise :</b>				
Cash	-	-	-	-
<b>Bank Balance :</b>				
Current Account	8.79	13.50	2.10	2.65
Deposit Account	-	-	-	-
<b>Total</b>	<b>8.79</b>	<b>13.50</b>	<b>2.10</b>	<b>2.65</b>

For Katariya & Munot  
Chartered Accountants  
FRN No. 128438W

For, Opalforce Software India Limited

Poonam Katariya  
Partner  
M. No. 1193638  
Place : Pune  
Date : 20/10/2023  
UDIN: 23119638BGUJCF5499

Aditya Joshi  
Director  
DIN : 02322541

Sheela Sharma  
Director  
DIN : 09783932

## EQUITY SHARE CAPITAL

Annexure 5

Share Capital	As at 30th June 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs
<b>Authorised</b>								
	35,00,000.00	350.00	50,000.00	5.00	50,000.00	5.00	50,000.00	5.00
<b>Issued</b>								
Equity Shares of Rs.10 each	10,000.00	1.00	10,000.00	1.00	10,000.00	1.00	10,000.00	1.00
<b>Subscribed &amp; Paid up</b>								
Equity Shares of Rs.10 each fully paid up	10,000.00	1.00	10,000.00	1.00	10,000.00	1.00	10,000.00	1.00
<b>Total</b>	<b>10,000.00</b>	<b>1.00</b>	<b>10,000.00</b>	<b>1.00</b>	<b>10,000.00</b>	<b>1.00</b>	<b>10,000.00</b>	<b>1.00</b>

## RECONCILIATION OF NUMBER OF SHARES

Particulars	Equity Shares		Equity Shares		Equity Shares		Equity Shares	
	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs
Shares outstanding at the beginning of the year	10,000.00	1.00	10,000.00	1.000	10,000.00	1.000	10,000.00	1.00
New Shares Issued during the year			-	-	-	-	-	-
Bonus Shares Issued during the year	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	10,000.00	1.00	10,000.00	1.000	10,000.00	1.000	10,000.00	1.00

The Company has only one class of equity shares having a per value of Rs. 10/- Per Share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares by the shareholders.

## Details of Shares held by shareholders holding

Name of Shareholder	As at 30th June 2023		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Opalforce Inc USA	9,990.00	99.90%	9,990.00	99.90%	9,990.00	99.90%	9,990.00	99.90%
Bhavin Goda	10.00	0.10%	10.00	0.10%	10.00	0.10%	10.00	0.10%

## RESERVE AND SURPLUS

Annexure 6

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>A. Surplus</b>				
Opening balance	242.14	120.88	85.36	83.39
(+) Net Profit/(Net Loss) For the current year	58.67	121.26	35.52	1.97
(-) Short Provision Written off	-	-	-	-
Closing Balance	<b>300.81</b>	<b>242.14</b>	<b>120.88</b>	<b>85.36</b>
<b>Total</b>	<b>300.81</b>	<b>242.14</b>	<b>120.88</b>	<b>85.36</b>

## LONG TERM BORROWING

Annexure 7

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>Secured</b>				
HDFC Car Loan	11.63	12.60	-	-
<b>Unsecured</b>				
<b>(a) From Promoters/ Promoters Group/ Group Companies/Directors &amp; their Relatives</b>	-	-	-	-
<b>(b) From Others</b>	-	-	-	-
<b>Total</b>	<b>11.63</b>	<b>12.60</b>	<b>-</b>	<b>-</b>

## SHORT TERM BORROWINGS

Annexure 8

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>Secured</b>				
<b>(b) Current maturities of Long Term Debt (i.e. Term Liability classified as current)</b>				
HDFC Bank	3.05	2.75	-	-
<b>Total</b>	<b>3.05</b>	<b>2.75</b>	<b>-</b>	<b>-</b>

## TRADE PAYABLES

Annexure 9

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>Outstanding dues of creditors other than micro enterprises and small enterprises</b>				
Unbilled	-	-	-	-
Not Due	-	-	-	-
<b>Outstanding for Following Period from Due date</b>				
Less than 01 Years	193.30	242.73	0.10	-
01-02 Years	-	-	-	-
02-03 Years	-	-	-	-
More than 3 Years	-	-	-	-
<b>Total</b>	<b>193.30</b>	<b>242.73</b>	<b>0.10</b>	<b>-</b>

## OTHER CURRENT LIABILITIES

Annexure 10

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
(i) Statutory Remittance				
(i) TDS/TCS Payable	20.24	16.09	1.52	-
(ii) Professional Tax Payable	0.08	1.23	0.08	-
(iii) EPF/ESI Payable	1.65	0.96	0.77	-
(ii) GST Payable	-	29.82	6.10	-
(iv) Other Payables (Specify Nature)				
Salary Payable	37.25	36.59	29.13	-
<b>Total</b>	<b>59.22</b>	<b>84.69</b>	<b>37.60</b>	<b>-</b>



## SHORT TERM PROVISIONS

Annexure 11

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>(a) Others (Specify nature)</b>				
(i) Income Tax	67.48	46.40	4.67	0.22
(ii) Audit Fees	2.50	2.00	1.50	0.50
(iii) Provision for Expneses	32.21	37.43	-	-
(iv) Provision for Gratuity	6.94	7.04	-	-
<b>Total</b>	<b>109.13</b>	<b>92.87</b>	<b>6.17</b>	<b>0.72</b>

## NON CURRENT INVESTMENTS

Annexure 13

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>Investment In Quoted Shares</b>	16.65	16.65	15.30	15.31
<b>Investment In Unquoted Shares</b> (220 Shares Purchased at Rs.9,46,000)	9.46	9.46	-	-
<b>Aggregate amount of unquoted Investments</b>	26.11	26.11	15.30	15.31
<b>Aggregate Market Value of Quoted</b>	48.84	93.50	14.69	10.56
<b>Aggregate Market Value of Unquoted</b>	9.46	9.46	-	-
<b>Total</b>	<b>26.11</b>	<b>26.11</b>	<b>15.30</b>	<b>15.31</b>

## LONG TERM LOANS AND ADVANCES

Annexure 14

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
(Unsecured and Considered Good)				
<b>a. Security Deposits</b>	0.50	0.15	0.14	0.14
<b>b. Balance with Government Authorities</b>	-	-	-	-
<b>C. other</b>	-	-	-	-
<b>Total</b>	<b>0.50</b>	<b>0.15</b>	<b>0.14</b>	<b>0.14</b>

## TRADE RECEIVABLES

Annexure 15

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
<b>Undisputed Trade Receivable - Considered good</b>				
Not Due				
Outstanding for Following Period from Due date				
Less than 6 Months	394.32	402.20	58.00	-
6 Months - 1 Years	-	-	-	-
01-02 Years	-	-	-	-
02-03 Years	-	-	-	-
More than 3 Years	-	-	-	-
<b>Total</b>	<b>394.32</b>	<b>402.20</b>	<b>58.00</b>	<b>-</b>

## CASH AND CASH EQUIVALENTS

Annexure 16

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
a. Cash on Hand	-	-	-	-
<b>b. Balance with Banks</b>	8.79	13.50	2.10	2.65
<b>Total</b>	<b>8.79</b>	<b>13.50</b>	<b>2.10</b>	<b>2.65</b>

## SHORT TERM LOANS AND ADVANCES

Annexure 17

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
(Unsecured and Considered Good)				
<b>a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>	-	-	41.70	66.72
<b>b. Security Deposits</b>	-	-	-	-
<b>b. Loan &amp; Advances to Others</b>	-	-	-	-
<b>c. Balance with Government Authorities</b>	35.05	15.47	10.86	1.71
<b>d. Others (specify nature)</b> Advance Salary to Employees/Directors	0.17	0.67	-	-
<b>Total</b>	<b>35.21</b>	<b>16.14</b>	<b>52.56</b>	<b>68.43</b>

## OTHER CURRENT ASSETS

Annexure 18

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
(a) Deposits	-	-	-	-
(b) Prepaid Expenses	9.48	4.25	-	-
(c) Accruals				
Invoices Under Clearance	169.50	180.09	29.08	-
<b>Total</b>	<b>178.98</b>	<b>184.34</b>	<b>29.08</b>	<b>-</b>

## CONTINGENT LIABILITIES AND COMMITMENTS

Annexure 19

Particulars	As at 30th June 2023	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2021
(a) Contingent Liabilities				
a. Claims against the company not acknowledged as debts	-	-	-	-
b. Guarantees	-	-	-	-
c. Other Money for which the company is contingently liable	-	-	-	-
(b) Commitments	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 st April 2020	Additions	Disposals	Balance as at 31 st March 2021	Balance as at 1 st April 2020	Depreciation charge for the year	Adjustment due Prior Period Written	On disposals	Balance as at 31 st March 2021	Balance as at 31 st March 2021	Balance as at 1 st April 2020
<b>Tangible Assets</b>											
Computers & Laptops	4.68	-	-	4.68	4.68	-	-	-	4.68	-	-
Mobile Phones	0.15	-	-	0.15	0.15	-	-	-	0.15	-	-
Plant & Machinery	2.61	-	-	2.61	2.61	-	-	-	2.61	-	-
<b>Total</b>	<b>7.44</b>	<b>-</b>	<b>-</b>	<b>7.44</b>	<b>7.44</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7.44</b>	<b>-</b>	<b>-</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 st April 2021	Additions	Disposals	Balance as at 31 st March 2022	Balance as at 1 st April 2021	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 st March 2022	Balance as at 31 st March 2022	Balance as at 1 st April 2021
<b>Tangible Assets</b>											
Computers & Laptops	4.68	0.89	-	5.57	4.68	0.21	-	-	4.89	0.68	-
Mobile Phones	0.15	0.39	-	0.53	0.15	0.07	-	-	0.21	0.32	-
Plant & Machinery	2.61	-	-	2.61	2.61	-	-	-	2.61	-	-
<b>Total</b>	<b>7.44</b>	<b>1.28</b>	<b>-</b>	<b>8.71</b>	<b>7.44</b>	<b>0.28</b>	<b>-</b>	<b>-</b>	<b>7.71</b>	<b>1.00</b>	<b>-</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 st April 2022	Additions	Disposals	Balance as at 31 st March 2023	Balance as at 1 st April 2022	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 st March 2023	Balance as at 31 st March 2023	Balance as at 1 st April 2022
<b>Tangible Assets</b>											
Computers & Printers	5.57	26.87	-	32.44	4.89	11.08	-	-	15.97	16.47	0.68
Mobile Phones	0.53	0.18	-	0.71	0.21	0.17	-	-	0.38	0.33	0.32
Plant & Machinery	2.61	18.59	-	21.20	2.61	1.63	-	-	4.24	16.96	-
<b>Total</b>	<b>8.71</b>	<b>45.64</b>	<b>-</b>	<b>54.35</b>	<b>7.71</b>	<b>12.88</b>	<b>-</b>	<b>-</b>	<b>20.59</b>	<b>33.76</b>	<b>1.00</b>

\*Car is hypothecated against credit facility provided by HDFC Bank.

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 st April 2023	Additions	Disposals	Balance as at 31 st July 2023	Balance as at 1 st April 2023	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 st July 2023	Balance as at 31 st July 2023	Balance as at 1 st April 2023
<b>Tangible Assets</b>											
Computers & Printers	32.44	1.98	-	34.42	15.97	2.96	-	-	18.93	15.49	16.47
Mobile Phones	0.71	-	-	0.71	0.38	0.02	-	-	0.40	0.31	0.33
Plant & Machinery	21.20	-	-	21.20	4.24	1.34	-	-	5.58	15.62	16.96
<b>Total</b>	<b>54.35</b>	<b>1.98</b>	<b>-</b>	<b>56.33</b>	<b>20.59</b>	<b>4.32</b>	<b>-</b>	<b>-</b>	<b>24.91</b>	<b>31.42</b>	<b>33.76</b>

NATURE AND TERMS OF REPAYMENT BORROWINGS

Annexure 7.1

Details of Unsecured Borrowings:

Sr. No.	Lender	Company	Date of Sanction of Loan	Amount outstanding as at June 30, 2023 (In Lakhs)	Rate of interest (%)	Repayment terms	Terms
1	Banking Company	HDFC Bank	15/11/2022	14.68	8.35%	Term Loan	Exclusive Charge on Vehicle and Co-borrowed of Mr.Bhavin Goda, Repayble in equated monthly installment of Rs. 32,711/- and last installment is due on Dec-27

Notes:

- (i) The figures disclosed above are based on the Statements of Assets and Liabilities as Restated of the Company.
- (ii) The above includes long-term borrowings disclosed under Annexure and the current maturities of long-term borrowings included in short term Borrowing, if any.

## REVENUE FROM OPERATIONS

Annexure 20

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Sale of Services	458.53	1,401.18	471.41	2.16
<b>Total</b>	<b>458.53</b>	<b>1,401.18</b>	<b>471.41</b>	<b>2.16</b>

## PARTICULARS OF SALE OF PRODUCTS/SERVICES

Annexure 20.1

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Sale of Services				
IT Staffing & Manpower Recruitment Services	458.53	1,401.18	471.41	2.16
	-	-	-	-
<b>Sub Total</b>	<b>458.53</b>	<b>1,401.18</b>	<b>471.41</b>	<b>2.16</b>
<b>Total</b>	<b>458.53</b>	<b>1,401.18</b>	<b>471.41</b>	<b>2.16</b>

## OTHER INCOME

Annexure 21

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Reversal of Gratuity Provision	0.10			
Other Interest Income	-	0.06	-	-
<b>Total</b>	<b>0.10</b>	<b>0.06</b>	<b>-</b>	<b>-</b>

## COST OF SALE OF SERVICES

Annexure 22

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Technical Charges	227.46	656.82	146.93	-
<b>Total</b>	<b>227.46</b>	<b>656.82</b>	<b>146.93</b>	<b>-</b>

**EMPLOYEE BENEFITS EXPENSES**

Annexure 23

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
(a) Salaries and Wages	124.10	486.52	273.37	-
(b) Contributions to Provident Fund & Other Fund				
(b) Provident fund & ESIC	2.68	12.41	5.97	-
(c) Gratuity Expenses	-	7.21	-	-
(b) Staff welfare expenses	1.94	25.33	0.82	-
<b>Total</b>	<b>128.72</b>	<b>531.47</b>	<b>280.16</b>	<b>-</b>

**FINANCE COST**

Annexure 24

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
(a) Interest expense :-				
(i) Borrowings	0.32	0.33	-	-
(ii) Others				
- Interest on TDS	-	0.03	0.08	-
- Other Interest	0.30	0.15	0.01	-
(b) Other borrowing costs	-	-	-	-
<b>Total</b>	<b>0.62</b>	<b>0.50</b>	<b>0.10</b>	<b>-</b>

**DEPRECIATION AND AMORTISATION**

Annexure 25

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Depreciation Exp	4.33	12.88	0.28	-
<b>Total</b>	<b>4.33</b>	<b>12.88</b>	<b>0.28</b>	<b>-</b>

**OTHER EXPENSES**

Annexure 26

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Insurance Exp	1.63	3.23	1.84	-
Commission Expenses	-	5.00	-	-
Rates, Taxes & Fees	0.03	0.13	0.08	-
Software Subscription Fees	1.78	4.54	-	-
Travelling & Conveyance Expenses	4.28	-	0.77	-
Rent Expenses	0.59	3.71	1.85	0.49
Auditor Fees	0.50	1.60	1.00	0.10
Legal & Professional Fees	6.90	-	-	0.04
Bank Late Fees & Charges	0.18	0.47	0.17	0.11
Foreign Exchange Gain or Loss	0.86	3.07	2.61	-
Internet Expense	0.22	0.24	0.33	-
Postage and Courier Expenses	0.07	0.17	-	-
Office Expenses	0.96	0.04	6.80	-
Miscellaneous Expense	0.00	0.05	0.00	-
<b>Total</b>	<b>17.99</b>	<b>22.25</b>	<b>15.45</b>	<b>0.74</b>

**PAYMENT TO AUDITORS AS:**

Annexure 26.1

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Payment to auditors				
a. Statutory Audit fees	0.50	1.60	1.00	0.10
b. taxation matters	-	-	-	-
c. company law matters	-	-	-	-
<b>Total</b>	<b>0.50</b>	<b>1.60</b>	<b>1.00</b>	<b>0.10</b>

**DEFERRED TAX ASSET/LIABILITY**

Annexure 27

Particulars	For the Period ended 30th June 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
WDV as per book	31.42	33.76	1.00	-
WDV as per IT	35.31	35.99	1.63	0.70
Time Difference	(3.89)	(2.23)	(0.63)	(0.70)
Disallowance (Provision for Gratuity)	(6.94)	(7.04)	-	-
Brought forward Unabsorbed Loss & Depreciation	-	-	(28.50)	(1.42)
<b>Total</b>	<b>(10.83)</b>	<b>(9.27)</b>	<b>(29.13)</b>	<b>(2.11)</b>
<b>As per B/S (Liability/(Asset))</b>	<b>(2.82)</b>	<b>(2.58)</b>	<b>(7.57)</b>	<b>(0.55)</b>
<b>Transfer to P &amp; L A/c (Loss/(Profit))</b>	<b>(0.24)</b>	<b>4.99</b>	<b>(7.02)</b>	<b>(0.55)</b>

**Reconciliation of Restated profit:**

Annexure 28

Adjustments for	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Net profit/(Loss) after Tax as per Audited Profit & Loss Account		128.95	28.72	1.42
<b>Adjustments for:</b>				
Revenue Expenditure/Income booked	-	0.19	(0.06)	0.00
Effect of Changes of depreciation		0.00	0.00	0.00
Income Tax Provision	-	3.92	(0.00)	0.00
MAT Credit Adjustments	-	(4.67)	0.00	0.00
Deferred Tax Liability / Asset Adjustment	-	(7.13)	6.86	0.55
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>-</b>	<b>121.26</b>	<b>35.52</b>	<b>1.97</b>
Note :	-	58.67 -	0.00 -	0.00

**1 Income Tax Provision**

There is difference in taxation as per audited books and restated books as the taxation provision is calculated on restated profits.

**2 Deferred Tax Liability/ Asset Adjustment**

In Audited Financial Statements, there was mistake in calculating Deferred Tax Asset/Liability which is rectified in Restated Financial Statements.

**3 Adjustment of Expenses Capitalised**

As expenses which are capital in nature are capitalised in restated financial statement.

**3 To Give Explanatory Notes regarding Adjustments**

Appropriate adjustments have been made in the restated financial statements, wherever required by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the company for all the years and the requirements of the securities and Exchange board of India ( Issue of Capital and Disclosure Requirement ) Regulations 2018.

Due to changes in accounting policies and other adjustments as stated above, the Company has recalculated the Income-tax provision and MAT Credit Entitlement and Set-off thereof at the rate of normal Tax rate applicable at the end of relevant year and accordingly, their readjusted amounts



**Related Party Transaction**

Annexure 29

**i) Names of related parties and description of relationship with the company**

- A) Key Managerial Personnel and their Relatives  
 a. Bhavin Goda - Director Till (14.11.2022)  
 b. SA Tech Software India Private Limited - Promoter

**Relative of Director/KMP's**

- a. SA Tech Software India Private Limited

**Transaction and Balances**

Name	Relation	Nature of Transaction	For period ended 30th June 2023			FY 2022-23			FY 2021-22			FY 2020-21						
			Outstanding as on 31-06-2023	Debited	Credited	Outstanding as on 31.03.23	Debited	Credited	Outstanding as on 31.03.22	Debited	Credited	Outstanding as on 31.03.21	Debited	Credited	Outstanding as on 31.03.20			
Bhavin Goda	Director (Till 14.11.2022)	Reimbursement of Expenses				-	6.96	6.96										
		Unsecured Loan	-	-	-	-	25.00	25.00	-	-	-	-	-	-	-			
SA Tech Software India Private Limited	Group Company	Loan & Advances	-83.40	-	-	-83.40	71.70	30.00	-	41.70	-	25.02	-	66.72	0.02	0.80	-	67.50
		Sales	0.00	-	20.05	-20.05	47.68	27.63	-	-	-	-	-	-	-	-	-	
S A Tech Inc	Promoter	Sales	-	335.13	335.13	-	354.78	354.78	-	226.10	226.10	-	-	-	-	-		

**Summary of Accounting Ratios**
**Annexure 30**

Ratios	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Restated PAT as per P&L Account	58.67	121.26	35.52	1.97
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre Bonus Issue)	10,000	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus Issue)	24,10,000	24,10,000	24,10,000	24,10,000
No. of equity shares at the end of the year/period (Pre Bonus Issue)	10,000	10,000	10,000	10,000
No. of equity shares at the end of the year/period (Post Bonus Issue)	24,10,000	24,10,000	24,10,000	24,10,000
Net Worth	301.81	243.14	121.88	86.36
<b>Earnings Per Share</b>				
Basic & Diluted EPS	586.65	1,212.63	355.23	19.68
Adjusted Basic & Diluted EPS	2.43	5.03	1.47	0.08
<b>Return on Net Worth (%)</b>	19.44%	0.50	0.29	0.02
<b>Net Asset Value Per Share (Rs) (Pre Bonus Issue)</b>	3,018.10	2,431.45	1,218.81	863.58
<b>Net Asset Value Per Share (Rs) (Post Bonus Issue)</b>	12.52	10.09	5.06	3.58
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00

Notes :

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year / period}}$
Return on Net Worth (%)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$
Net Asset Value per equity share (Rs.)	$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year / period}}$

Particulars	For the Period ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit before tax as per books (A)	79.52	177.32	28.50	1.42
Normal Corporate Tax Rate (%)	26.00%	27.82%	26.00%	26.00%
Normal Corporate Tax Rate (Other Source)(%)	26.00%	27.82%	26.00%	26.00%
MAT Rates	15.06%	16.69%	15.60%	15.60%
Tax at notional rate of profits	20.67	49.33	7.41	0.37
<b>Adjustments :</b>				
<b>Permanent Differences(B)</b>				
Expenses/(Income) disallowed/Income disallowed under Income Tax Act, 1961				
Provision For Gratuity	-	7.21	-	-
Income tax Provision Written off	0.03	0.13	0.08	-
Interest Paid on TDS	-	0.03	0.08	-
Reversal of Provisional of Gratuity	(0.10)	-	-	-
<b>Total Permanent Differences(B)</b>	<b>(0.08)</b>	<b>7.37</b>	<b>0.17</b>	<b>-</b>
Income from Other Sources	0.00	(0.06)	0.00	0.00
Income from Capital Gain	0.00	0.00	0.00	0.00
<b>Total Income considered separately (C)</b>	<b>0.00</b>	<b>0.06</b>	<b>0.00</b>	<b>-</b>
<b>Timing Differences (D)</b>				
Difference between tax depreciation and book depreciation	1.67	1.60	(0.06)	(0.13)
Depraction as per P & L A/c	4.33	12.88	0.28	-
Depreciation as per Income tax	2.66	11.28	0.34	0.13
Disallowance u/s 43B	-	-	-	-
<b>Total Timing Differences (D)</b>	<b>1.67</b>	<b>1.60</b>	<b>(0.06)</b>	<b>(0.13)</b>
<b>Net Adjustments E = (B+D)</b>	<b>1.59</b>	<b>8.97</b>	<b>0.11</b>	<b>(0.13)</b>
<b>Tax expense / (saving) thereon</b>	<b>0.41</b>	<b>2.49</b>	<b>0.03</b>	<b>(0.03)</b>
Profit/(Loss) On Sale of Investment	-	0.00	-	-
<b>Long Term Capital Gain (F)</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>
Interest of Fixed Deposits	-	-	-	-
Interest on Income tax Refund	-	-	-	-
Interest on others	-	0.06	-	-
<b>Income from Other Sources (G)</b>	<b>-</b>	<b>0.06</b>	<b>-</b>	<b>-</b>
<b>Loss of P.Y. Brought Forward &amp; Adjusted(H)</b>	<b>-</b>	<b>19.63</b>	<b>43.53</b>	<b>44.83</b>
Brought Forward Busniess Loss		13.62	42.20	43.50
Brought Forward Capital Gain loss		-	-	-
Brought Forward Depreciation		1.33	1.33	1.33
Brought Forward MAT Credit Utilised		4.68	-	-
Taxable Income/(Loss) (A+E+F+G)	<b>81.11</b>	<b>166.77</b>	<b>-</b>	<b>-</b>
<b>Taxable Income/(Loss) as per MAT</b>	<b>79.52</b>	<b>177.32</b>	<b>28.50</b>	<b>1.42</b>
<b>Disallowance as per MAT</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Tax as per MAT</b>	<b>12.40</b>	<b>29.60</b>	<b>4.45</b>	<b>0.22</b>
<b>Basic Tax</b>	<b>11.93</b>	<b>26.60</b>	<b>4.27</b>	<b>0.21</b>
<b>Surcharge</b>	<b>-</b>	<b>1.86</b>	<b>-</b>	<b>-</b>
<b>Edu cess</b>	<b>0.48</b>	<b>1.14</b>	<b>0.17</b>	<b>0.01</b>
<b>Tax as per Normal Calculation</b>	<b>21.09</b>	<b>46.40</b>	<b>-</b>	<b>-</b>
<b>Basic Tax</b>	<b>20.28</b>	<b>41.69</b>	<b>-</b>	<b>-</b>
<b>Surcharge</b>	<b>-</b>	<b>2.92</b>	<b>-</b>	<b>-</b>
<b>Edu ess</b>	<b>0.81</b>	<b>1.78</b>	<b>-</b>	<b>-</b>
<b>MAT Credit Used</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Income Tax as returned/computed</b>	<b>21.09</b>	<b>46.40</b>	<b>4.45</b>	<b>0.22</b>
<b>Interest Payable</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Tax paid as per normal or MAT	Normal	Normal	MAT	MAT

**Capitalisation Statement as at 30th June, 2023****Annexure 32**

<b>Particulars</b>	<b>Pre Issue</b>	<b>Post Issue</b>
<b>Borrowings</b>		
Short term debt (A)	2.75	[●]
Long Term Debt (B)	11.63	[●]
<b>Total debts (C)</b>	<b>14.38</b>	<b>[●]</b>
<b>Shareholders' funds</b>		
Equity share capital	1.00	[●]
Reserve and surplus - as restated	242.14	[●]
<b>Total shareholders' funds</b>	<b>243.14</b>	<b>[●]</b>
<b>Long term debt / shareholders funds</b>	0.05	[●]
<b>Total debt / shareholders funds</b>	0.06	[●]

**Notes:**

1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at June 30, 2023.

2. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO & Bonus issue as under :

(i) Bonus issue of shares 98,10,000 as on 17-10-2022,  
OFS of Number of Shares 22,49,600 @ [●] and  
Fresh Issue Number of 24,00,000 @ [●]

Ratio	Numerator	Denominator	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021	% change from March 31, 2023 to June 30, 2023	% change from March 31, 2022 to March 31, 2023	% change from March 31, 2021 to March 31, 2022
<b>Current ratio</b>	Current Assets	Current Liabilities	1.69	1.46	3.23	98.53	16.21%	-54.92%	-96.72%
<b>Debt- Equity Ratio</b>	Total Debt	Shareholder's Equity	0.05	0.06	-	-	22.95%	100.00%	0.00%
<b>Debt Service Coverage ratio*</b>	Earnings for debt service	Interest & Lease Payments + Principal Repayments	21.44	48.54	-	-	-55.83%	100.00%	0.00%
<b>Return on Equity ratio*</b>	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.22	0.66	0.34	0.02	-67.59%	94.74%	1379.61%
<b>Trade Receivable Turnover Ratio*</b>	Revenue from operations	Average Trade Receivable	1.15	6.09	16.26	-	-81.09%	-62.54%	100.00%
<b>Trade Payable Turnover Ratio*</b>	Cost of Services	Average Trade Payables	1.04	5.41	2,938.60	-	-80.71%	-99.82%	100.00%
<b>Net Capital Turnover Ratio*</b>	Revenue from operations	Working capital	1.82	7.25	4.82	0.03	-74.98%	50.62%	15589.88%
<b>Net Profit ratio*</b>	Net Profit	Revenue from operations	0.13	0.09	0.08	0.91	47.84%	14.85%	-91.73%
<b>Return on Capital Employed*</b>	Earnings before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	0.25	0.69	0.23	0.02	-63.33%	197.08%	1323.18%

## Notes :

\* Reasons for variance of more than 25% in above ratios cannot be explained as period of 3 months i.e. F.Y. 2023-24 (April-June) cannot be compared with of one year i.e. F.Y 2022-23.

## Percentage Change from 31st March 2022 to 31st March 2023

Particular	Reasons
Current ratio	Due to company has high trade Receivables & Payables which affect the ratios.
Debt- Equity Ratio	Due to Company has taken one Car loan from bank.
Debt Service Coverage ratio*	Due to Company has taken one Car loan from bank.
Return on Equity ratio*	Due to Company has achieve the 3x profits after COVID which effects the ratios positively.
Trade Receivable Turnover Ratio*	Due to Company expand its business and increase its sales.
Trade Payable Turnover Ratio*	Due to Company expand its business and increase its cost of services.
Net Capital Turnover Ratio*	Due to Company has achieve the 3x profits after COVID which effects the ratios positively.
Net Profit ratio	Due to Company has achieve the 3x profits after COVID which effects the ratios positively.
Return on Capital Employed*	Due to Company has achieve the 3x profits after COVID which effects the ratios positively.

## Percentage Change from 31st March 2021 to 31st March 2022

Particular	Reasons
Current ratio	Due to company has escalate its business which affect the ratios negatively.
Return on Equity ratio*	Due to company has escalate its business which affect the ratios negatively.
Trade Receivable Turnover Ratio*	Due to Company expand its business and increase its sales.
Trade Payable Turnover Ratio*	Due to Company expand its business and increase its cost of services.
Net Capital Turnover Ratio*	Due to company has escalate its business which affect the ratios Positively.
Net Profit ratio	Due to company has escalate its business which affect the ratios Positively.
Return on Capital Employed*	Due to company has escalate its business which affect the ratios Positively.

Annexure : 2

DEPRECIATION AS PER INCOME TAX ACT, 1961

FINACIAL YEAR : 2023-24

Particulars	Rate %	01.04.2023	Addition		Deletion	Total	Depreciation	30.06.2023
			Before 180 days	After 180 days				
Buidilng	10%	-	-	-	-	-	-	-
furniture & Fittings	10%	-	-	-	-	-	-	-
Plant & Machinery	15%	18.15	-	-	-	18.15	0.68	17.47
Plant & Machinery	40%	17.84	1.98	-	-	19.82	1.98	17.84
		-						
<b>TOTAL</b>		<b>35.99</b>	<b>1.98</b>	<b>-</b>	<b>-</b>	<b>37.97</b>	<b>2.66</b>	<b>35.31</b>

FINACIAL YEAR : 2022-23

Particulars	Rate %	01.04.2022	Addition		Deletion	Total	Depreciation	31.03.2023
			Before 180 days	After 180 days				
Buidilng	10%	-	-	-	-	-	-	-
furniture & Fittings	10%	-	-	-	-	-	-	-
Plant & Machinery	15%	0.91	-	18.78	-	19.69	1.55	18.15
Plant & Machinery	40%	0.71	20.36	6.50	-	27.57	9.73	17.84
<b>TOTAL</b>		<b>1.63</b>	<b>20.36</b>	<b>25.28</b>	<b>-</b>	<b>47.27</b>	<b>11.28</b>	<b>35.99</b>

FINACIAL YEAR : 2021-22

Particulars	Rate %	01.04.2021	Addition		Deletion	Total	Depreciation	31.03.2022
			Before 180 days	After 180 days				
Buidilng	10%	-	-	-	-	-	-	-
furniture & Fittings	10%	-	-	-	-	-	-	-
Plant & Machinery	15%	0.69	0.39	-	-	1.07	0.16	0.91
Plant & Machinery	40%	0.01	-	0.89	-	0.89	0.18	0.71
<b>TOTAL</b>		<b>0.70</b>	<b>0.39</b>	<b>0.89</b>	<b>-</b>	<b>1.97</b>	<b>0.34</b>	<b>1.63</b>

DEPRECIATION AS PER INCOME TAX ACT, 1961

FINACIAL YEAR : 2020-21

Particulars	Rate %	01.04.2020	Addition		Deletion	Total	Depreciation	31.03.2021
			Before 180 days	After 180 days				
Buidilng	10%	-	-	-	-	-	-	-
furniture & Fittings	10%	-	-	-	-	-	-	-
Plant & Machinery	15%	0.81	-	-	-	0.81	0.12	0.69
Plant & Machinery	40%	0.01	-	-	-	0.01	0.00	0.01
<b>TOTAL</b>		<b>0.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.82</b>	<b>0.13</b>	<b>0.70</b>

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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**Note: - 1 Significant accounting policies:**

**1.0 Corporate Information**

**Opalforce Software India Limited** is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having CIN: U72900PN2009FLC134715. The Company is mainly engaged in the business IT Consultancy Services, . The Registered office of the Company is situated 3<sup>rd</sup> Floor Awfis Space GK Mall, Sr. No. 133/1/3, 161, 11, Pimple Saudagar, Sangavi, Pune, Maharashtra, India, 411027.

**1.1 Basis of preparation of financial statements**

**a. Accounting Convention: -**

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP"). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the Historical Cost Convention. and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.

The restated financial information has been prepared for inclusion in the Draft Prospectus and Prospectus ("DP" or "P" "offer document") to be filed by the Company with the Securities and Exchange Board of India ('SEBI'), Stock Exchange (SE) and other regulatory bodies in connection with proposed Initial Public Offering of its equity shares of face value of Rs 10 each of the Company comprising a fresh issue of equity shares (the "Issue"), in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act
- relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

The Restated financial information have been compiled from:

- The audited consolidated financial statement of the Company as at June 30, 2023 which have been approved by the Board of Directors at their meeting held on 05<sup>th</sup> May, 2023.
- The audited consolidated financial statement of the Company as at March 31, 2023 which have been approved by the Board of Directors at their meeting held on 19<sup>th</sup> July, 2023.

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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- The audited financial statement of the Company as at March 31, 2022 which have been approved by the Board of Directors at their meeting held on 02<sup>nd</sup> September, 2022.
- The audited financial statement of the Company as at March 31, 2021 which have been approved by the Board of Directors at their meeting held on 16<sup>th</sup> December, 2020.
- The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

**b. Functional and Presentation Currency**

The functional and presentation currency of the company is Indian rupees. This financial statement is presented in Indian rupees.

All amounts disclosed in the financial statements and notes are rounded off to lakhs the nearest INR rupee in compliance with Schedule III of the Act, unless otherwise stated.

Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

**c. Use of Estimates and Judgments**

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments, and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change form period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the notes to financial statement.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

**d. Current and Non - Current Classification**

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded.



**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as Non - Current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

## **1.2 Basis of Preparation**

### **a) Property, Plant & Equipment and Intangible Assets:-**

- i. The company has adopted Cost Model to measure the gross carrying amount of Property Plant & Equipment.
- ii. Tangible Property Plant & Equipment are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
- iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

### **b) Depreciation / Amortisation : -**

Depreciation has been provided under Written down Method at the rates prescribed under schedule III of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Intangible assets being Software and Brand trademark are amortized over a period of its useful life on a straight-line basis, commencing from date the assets is available to the company for its use.

### **c) Impairment of Assets:-**

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

**d) Investments:-**

- Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.
- On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. 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. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident. There are no investment made by Company.
- Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value of long term investments is made to recognise a decline, other than temporary, on an individual investment basis.
- Current investments are carried in the financial statements at lower of cost and market value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.
- Long term investments which are expected to be realized within twelve months from the balance sheet date are presented under 'current investments' as 'current portion of long term investments' in accordance with the current / noncurrent classification of investments as per Schedule III Division I of the Companies Act, 2013.
- The cost of investments comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.
- Investment transactions are accounted for on a trade date basis. In determining the holding cost of investments and the gain or loss on sale of investments, the 'weighted average cost' method is followed.

**e) Government Grants and Subsidies:-**

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:

- Grants in the nature of subsidies which are non – refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

**f) Retirement Benefits:-**

**a) Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

**b) Employment Benefits:**

**i) Defined Contribution Plans:**

The company has Defined Contribution Plans for post employment benefit in the form of Provident Fund which are administered by the Regional Provident Fund Commissioner. Provident Fund are classified as defined contribution plans as the company has no further obligation beyond making contributions. The company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when incurred.

**ii) Defined Benefit Plans:**

**a) Provident Fund/ESIC :**

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

**b) Gratuity:**

The Gratuity Benefits are classified as Post Retirement Benefits as per AS 15(Revised 2005) and the accounting policy is outlined as follows:

Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these actuarial gains and losses immediately in the statement of profit and loss as income or expense.

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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**c) Leave Encashment:**

The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

**g) Prior Period Items :-**

All identifiable items or income and expenditure pertaining to prior period are accounted through 'Prior Period Income/ Expenses Account'.

**h) Revenue Recognition :-**

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

**Sale of service** is recognized at the point Performance consists of the execution of a single act. Alternatively, services are performed in more than a single act, and the services yet to be performed are so significant in relation to the transaction taken as a whole that performance cannot be deemed to have been completed until the execution of those acts. The completed service contract method is relevant to these patterns of performance and accordingly revenue is recognized when the sole or final act takes place and the service becomes chargeable.

**Interest Income** is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept..

**Dividend** from investments in shares / units is recognized when the company.

As per a recent ICAI opinion, the benefit of DEPB is recognized in the year of export itself, provided no uncertainty exists,

Other items of Income are accounted as and when the right to receive arises.

**i) Accounting for effects of changes in foreign exchange rates:-**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

Foreign currency transactions accounts are given in the notes of accounts.

Commodity Hedging: - The realized gain or loss in respect of commodity hedging contracts, the principal period of which has expired during the year, is recognized in profit and loss account. In respect of contracts, that are outstanding as on date of Balance sheet are valued at prevailing market price and the resultant loss, if any, is provided.

**j) Borrowing Cost :-**

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipments are capitalized as a part of cost of that property, plants and equipments. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16 “Borrowing Costs”. Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs and are capitalized as a part of cost of such property, plants and equipments if they are directly attributable to their acquisition or charged to the Standalone Statement or Profit and Loss.

**k) Related Party Disclosure :-**

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

**l) Accounting for Leases :-**

A lease is classified at the inception date as finance lease or an operating lease. A lease that transfers substantially all the risk and rewards incidental to the ownership to the Company is classified as a finance lease.

The Company as a lessee:

**a) Operating Lease:-** Rental payable under the operating lease are charged to the Standalone Statement of Profit and Loss on a Straight line basis over the term of the relevant lease.

**b) Finance Lease:-** Finance lease are capitalized at the commencement of the lease, at the lower of the fair value of the property or the present value of the minimum lease

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and the reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against the income over the period of the lease.

The Company has not provided any of its assets on the basis of operating lease or finance lease to others.

**m) Cash flow:-**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

**n) Earnings Per Share :-**

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

**o) Taxes on Income :-**

• **Current Tax: -**

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

• **Deferred Taxes:-**

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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III. is settled, based on tax rates ( and the tax) that have been enacted or enacted subsequent to the balance sheet date.

**p) Discontinuing Operations :-**

During the year the company has not discontinued any of its operations.

**q) Provisions Contingent liabilities and contingent assets:-**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measures reliable, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the standalone financial statements.

**r) Event after Reporting Date:-**

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

All the events occurring after the Balance Sheet date up to the date of the approval of the restated financial statement of the Company by the board of directors, have been considered, disclosed and adjusted, wherever applicable, as per the requirement of Accounting Standards.

34. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

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35. Since the company has taken Unsecured loan which Is given by director or other unsecured loan of company but for that company has not any agreement in writing.
36. The Company has not revalued its Property, Plant and Equipment for the restated period.
37. There has been no Capital work in progress for the restated period.
38. There has been no Intangible assets under development for the restated period.
39. Credit and Debit balances of unsecured loans, Trade Payables, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
40. The Company does not have any charges or satisfaction which is yet to be registered with ROC or beyond the statutory period.
41. The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
42. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
43. No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.
44. The company has not been declared as willful defaulter by any bank or financial institution or government or government authority.
45. The company does not have transaction with the struck off under section 248 of companies act, 2013 or section 560 of Companies act 1956.
46. The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.
- 47. Corporate Social Responsibility (CSR)**

The section 135 (Corporate social responsibility) of companies act, 2013 is not applicable to the company.



**NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

**52. Notes forming part of accounts in relation to Micro and small enterprise**

Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr. No	Particulars	Period Ended on 30 <sup>st</sup> June, 2023		Year Ended on 31 <sup>st</sup> March 2022		Year Ended on 31 <sup>st</sup> March 2021		Year Ended on 31 <sup>st</sup> March 2020	
		Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

**53. Title deeds of immovable Property**

Title deeds of immovable property has not been held in the name of promoter, director, or relative of promoter/ director or employee of promoters / director of the company, hence same are held in the name of the company.

**54. Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties:-**

No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

**55. Shares Held By Promoters At the End of the Year**

Sr. No.	Promoter Name	No. Of Shares as on 30.06.2023	% Of Total Shares	No. Of Shares 2022-23	% Of Total Shares	No. Of Shares 2021-22	% Of Total Shares	No. Of Shares 2020-21	% Of Total Shares
1	Opalforce Inc	9,990	99.90 %	9,990	99.90 %	9,990	99.90 %	9,990	99.90 %

## OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company as at and for the three months period ended June 30, 2023 and as at and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021, together with all annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available at [www.opalforce.com](http://www.opalforce.com). Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLM, nor any of their respective employees, directors, shareholders, affiliates, agents, advisors or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein. The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in lakhs)

Particulars	June 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Basic earnings per share <sup>1</sup> (in ₹)	2.43	5.03	1.47	0.08
Diluted earnings per share <sup>2</sup> (in ₹)	2.43	5.03	1.47	0.08
EBITDA <sup>3</sup> (in ₹ lakhs)	84.46	190.70	28.88	1.42
Net worth <sup>4</sup> (in ₹ lakhs)	301.81	243.14	121.88	86.36
Return on net worth <sup>5</sup> (%)	19.44%	49.87%	29.14%	2.28%
Net asset value per Equity Share <sup>6</sup> (in ₹)	12.52	10.09	5.06	3.58

Notes:

- 1) *Basic Earnings per Equity Share (₹) = Restated profit for the year divided by Weighted average number of equity shares outstanding during the year, read with note 1 above*
- 2) *Diluted Earnings per Equity Share (₹) = Restated profit for the year divided by Weighted average number of diluted equity shares outstanding during the year, read with note 1 above*
- 3) *Earnings before interest, tax, depreciation and amortisation (EBITDA) = Restated profit/(loss) for the respective year + tax expenses + finance costs + depreciation and amortisation.*
- 4) *‘Net worth’: Share capital and other equity less capital reserves. Net worth has been computed as a sum of Equity share capital and other equity less capital reserves.*
- 5) *Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year*
- 6) *Net Asset Value per Equity Share = Net worth less preference share capital derived from Restated Financial Statements as at the end of the year divided by number of equity shares outstanding as at the end of year as per Restated Financial Statements after adjustment for Bonus Shares issued during the year.*
- 7) *The figures disclosed above are based on the Restated Financial Statements.*

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## FINANCIAL INDEBTEDNESS

Our Company avail loans in the ordinary course of its business for the purposes of vehicle loan and other business requirements.

Our Company has obtained the necessary consents required under the loan agreements entered into in connection with and for undertaking activities in relation to the Issue, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents including amending the Memorandum of Association and Articles of Association of our Company, change in the management or board composition, as applicable.

The following table sets forth the details of our aggregate outstanding borrowings, on a consolidated basis, as on June 30, 2023:

*(in ₹ lakhs)*

Category of borrowing	Sanctioned amount	Amount outstanding as of June 30, 2023*
<b>Secured</b>		
<b>Fund based borrowings</b>		
Term loans	16.00	14.68
<b>Total fund based borrowings (A)</b>	<b>16.00</b>	<b>14.68</b>
<b>Total borrowings</b>	<b>16.00</b>	<b>14.68</b>

A brief summary of the financial indebtedness of our outstanding borrowings, on a consolidated basis, as on June 30, 2023 is set out below:

### *Term Loans*

#### **Our Company**

Set out below are brief details of the term loan facilities availed by our Company from its lenders:

Purpose	Amount Sanctioned (in ₹ lakhs)	Amount Outstanding (as on June 30, 2023) (in ₹ lakhs)	Rate of Interest/ Commission	Tenure/ Tenor	Security
<b>HDFC Bank</b>					
Vehicle Loan	16.00	14.68	8.35%	60 months	Each and all vehicles of the Company are hypothecated as and by way of first and exclusive charge

Principal terms of the financial arrangements entered into by our Company are disclosed below:

- Penal Interest:** The terms of certain financing facilities availed by our Company prescribes penalties for non-compliance of certain obligations by our Company. These include, *inter alia*, delay in payment of or non-payment of instalments or interest, irregularity in cash credit, non-submission / delay in stock statement, non-submission of renewal data, non-compliance with covenants, use of funds for anything other than the purpose for which the loan was availed, non-payment / non acceptance of demand / usance bills of exchange on presenting at due dates etc.
- Pre-payment:** Some of the terms of facilities availed by our Company have prepayment provisions which allow for pre-payment of the outstanding loan amount, subject to such prepayment penalties as laid down in the Loan-Cum-Hypothecation agreements.
- Events of Default:** The financing arrangements entered into by our Company contain standard events of default, including:

- i. Default in performance of covenants, terms and conditions, warranties, undertakings or agreements in respect of the loan;
- ii. Default in payment of EMIs or any other amounts due to the lender;
- iii. Any misrepresentation or misstatement by the Borrower;
- iv. Change in constitution, management or existing ownership or control of the Borrower including by reason of liquidation, amalgamation, merger or reconstruction;
- v. Use of the Vehicle for illegal or speculative activities;
- vi. If the Borrower fails to pay taxes, imposts, duty or other impositions;
- vii. If the Borrower is unable to pay any of its creditors any principal or interest on any of its indebtedness; and
- viii. Any action taken or legal proceedings initiated for winding up, dissolution, or reorganization or for appointment of receiver, trustee or similar officer of any of Company's assets.

The details above are indicative and there are additional terms that may amount to an event of default under the financing arrangements entered into by our Company. Our Company is required to ensure that the aforementioned events of default and other events of default, as specified under the agreements relating to the financing arrangements entered into by our Company, are not triggered.

4. ***Consequences of Events of Default:*** The financing arrangements entered into by our Company set out the consequences of occurrence of events of default, including:
- i. The Lender may demand and receive all debts, sums of money, dividends, interest and other dues;
  - ii. The Borrower agreed to handover possession, conduct sale, etc. as demanded by the Bank;
  - iii. The Bank may declare entire loan and Outstanding Balance to have become due and payable;
  - iv. At the expense of the Borrower, initiate, pursue, defend such proceedings/ actions, whether criminal, civil;
  - v. The Bank may take possession, seize, recover, appoint a receiver/ manager for, remove the vehicle from their place of standing;
  - vi. The Borrower should, within 7 days of receiving the demand from the Bank, handover peaceful possession of the Vehicle. Upon failing Bank shall have right to enter upon the premises where such vehicle is located and to take immediate possession;
  - vii. The Bank have right to convert Outstanding balance into paid up equity or other applicable capital/ or securities/ instruments of the Borrower;
  - viii. The Borrower be liable to pay overdue interest at the rate prescribed by the Bank.
  - ix. The lender may demand all or any part of the amount due together with accrued interest and all other amounts accrued shall become due and payable immediately;
  - x. The lender may, without any prior notice to our Company, enforce any and/or all security created in its favour;
  - xi. The lender may levy additional/ default interest;

xii. The lender will have the right to appoint a nominee and/or observer on the Board.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

5. **Restrictive Covenants:** Certain financing arrangements entered into by us contain restrictive covenants. An indicative list of such restrictive covenants is disclosed below. Our Company shall not without the prior approval of the lenders:

- i. Create, assume or incur any further indebtedness to any person against the assets/Vehicle charged favoring the Bank, or undertake any guarantee or security obligation;
- ii. Sell, mortgage, pledge, hypothecate, encumber, charge, surrender, license, let, lease, transfer, alienate, dispose of in any manner whatsoever (or agree therefor), any of such charged assets/Vehicle charged favoring the Bank;
- iii. Permit or effect any direct or indirect change in the legal or beneficial ownership or control of the Vehicle;

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

For further details pertaining to our indebtedness, see '*Restated Financial Statements*' on page 158.

## 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 financial years ended March 31, 2023, 2022 and 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled “Financial Statements” and the chapter titled “Financial Statement, as Restated” on page 158 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled “Risk Factors” on page 28 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled “Forward-Looking Statements” on page 21 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-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 OpalForce Software India Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements the financial years ended March 31, 2023, 2022 and 2021 included in this Draft Red Herring Prospectus beginning on page 158 of this Draft Red Herring Prospectus.

### BUSINESS OVERVIEW

Our Company is engaged in providing technology and design solutions in the semiconductors industry. We offer a bouquet of services, ranging from inter alia, (i) design services to reputed semiconductor and technology companies; (ii) embedded systems and IoT Solutions for connected products; (iii) quality testing solutions to identify defects in semiconductor designs, improve functionality, and enhance the overall user experience of client’s applications. Our Company has experience in serving reputed semiconductor and technology companies and has requisite expertise and understanding of design and development of system and sub-systems.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited accounts i.e. March 31, 2023, the Directors of our Company confirm that, there have not been any significant material developments.

### FINANCIAL SNAPSHOT

Particulars	June 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Basic earnings per share <sup>1</sup> (in ₹)	2.43	5.03	1.47	0.08
Diluted earnings per share <sup>2</sup> (in ₹)	2.43	5.03	1.47	0.08
EBITDA <sup>3</sup> (in ₹ lakhs)	84.46	190.70	28.88	1.42
Net worth <sup>4</sup> (in ₹ lakhs)	301.81	243.14	121.88	86.36
Return on net worth <sup>5</sup> (%)	19.44%	49.87%	29.14%	2.28%
Net asset value per Equity Share <sup>6</sup> (in ₹)	12.52	10.09	5.06	3.58

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 28 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our commercial success is largely dependent upon our ability to successfully anticipate market needs and utilize and manage our research and development resources to upgrade and enhance existing

solutions and develop and introduce new solutions that meet the end users' needs on a timely basis. Any failure to do so, might impact our ability to compete effectively and could make our services obsolete, thereby adversely affecting our revenue, reputation, financial conditions, results of operations and cash flows.

- As part of our growth strategy, we intend to expand our business operations to geographical areas in which we have limited operation history. We cannot assure you that our expansion plans will be profitable or that such expansion will not adversely affect our business, results of operations and financial condition.
- Majority of our revenues will be dependent on one customer and a loss of such customer could adversely affect our business, financial condition and results of operations.
- Our Company has ventured into offering technology and design solutions in the semiconductors industry recently, and therefore has a very limited operating history of our operations with respect to the same, which will make it difficult for the investors to evaluate our historical performance or future prospects.
- If we fail to keep our technical knowledge confidential, it may erode our competitive advantage and have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Our security measures may in the future be, compromised. Consequently, our services and solutions may be perceived as not being secure. This may result in customers curtailing or ceasing their use of our solutions, our reputation being harmed and incurring of significant liabilities and lead to an adverse effect on our results and growth prospects.
- If we fail to deliver quality services on account of defects, delays or similar problems, and if we fail to develop enhancements to resolve any defect or other problems, we could lose customers, become subject to service performance or warranty claims or incur significant costs.
- We may be unable to perform background verification procedures on our Associate Employees prior to placing them with our clients.
- If we are unable to attract new clients or our existing clients do not renew their contract, the growth of our business and cash flows will be adversely affected.
- If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

## **DISCUSSION ON RESULT OF OPERATION**

### ***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “*Restated Financial Statements*” beginning on page 158 of the Draft Red Herring Prospectus.

### ***Overview of Revenue & Expenditure***

Our revenue and expenses are reported in the following manner:

#### **Revenues**

##### **◆ Revenue of operations**

Our Company's revenue is primarily generated from providing technology and design solutions in the semiconductors industry. We offer a bouquet of services, ranging from *inter alia*, (i) design services to reputed semiconductor and technology companies; (ii) embedded systems and IoT Solutions for connected products; (iii) quality testing solutions to identify defects in semiconductor designs, improve functionality, and enhance the overall user experience of client's applications.

##### **◆ Other Income**

Our other income mainly consists of interest from banks and reversal of gratuity provisions.

(₹ In Lakhs)

Particulars	For the period ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Income</b>				
Revenue from operations	458.53	1,401.18	471.41	2.61
As a % of total Income	99.99%	99.99%	100%	100%
Other Income	0.10	0.06	-	-
As a % of Total Income	0.01%	0.01%	-	-
<b>Total Revenue</b>	<b>458.63</b>	<b>1401.24</b>	<b>471.41</b>	<b>2.61</b>

### Expenditure

Our total expenditure primarily consists of Cost of sale of services, Employee Benefit Expenses, Finance Cost, Depreciation and Amortization expenses and Other Expenses.

#### ◆ Cost of sale of services

It includes the Technical Consultancy charges paid by the Company to Sub-Vendor.

#### ◆ Employment Benefit Expenses

It includes wages, salaries and bonus, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

#### ◆ Finance Costs

Our finance costs mainly include finance charges and interest.

#### ◆ Depreciation

Depreciation includes depreciation and amortization.

#### ◆ Other Expenses

It includes Insurance Expenses, Commission Expenses, Rates, taxes & fees, Software Subscription Charges, Travelling and Conveyance Expenses, Rent Expenses, Auditor Fees, Legal & Professional Fees, Bank Late Fees & Charges, Foreign Exchange Gain or Loss, Internet Expenses, Postage Courier Expenses, Office Expenses and Miscellaneous Expenses.

### RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	30-Jun-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>Incomes:</b>				
Revenue from Operations	458.53	1,401.18	471.41	2.16
% of total revenue	99.99%	99.99%	100%	100%
% Increase/(Decrease)	-	197.23%	21,724.54%	-
Other income	0.10	0.06	-	-
% of total revenue	0.01%	0.01%	-	-
% Increase/(Decrease)	-	-	-	-
<b>Total Revenue</b>	<b>458.63</b>	<b>1,401.24</b>	<b>471.41</b>	<b>2.16</b>
% Increase/(Decrease)	-	197.24%	21,724.54%	-
<b>Expenses:</b>				
Cost of Services consumed	227.46	656.82	146.93	-
% of total revenue	49.60%	46.87%	31.17%	-
% Increase/(Decrease)	-	347.02%	-	-
Employee Benefit expenses	128.72	531.47	280.16	-
% of total revenue	28.07%	37.93%	59.43%	-
% Increase/(Decrease)	-	89.70%	-	-
Finance Cost	0.62	0.50	0.10	-



Particulars	30-Jun-23	31-Mar-23	31-Mar-22	31-Mar-21
% of total revenue	0.14%	0.04%	0.02%	
% Increase/(Decrease)	-	400%		
Depreciation and amortization	4.33	12.88	0.28	-
% of total revenue	0.94%	0.92%	0.06	-
% Increase/(Decrease)	-	4500%		
Other Expenses	17.99	22.25	15.45	0.74
% of total revenue	3.92%	1.59%	3.28%	34.26%
% Increase/(Decrease)	-	44.01%	1987.84%	-
<b>Total Expense</b>	<b>379.11</b>	<b>1,223.92</b>	<b>442.91</b>	<b>0.74</b>
% of total revenue	82.66%	87.16%	93.95%	34.26%
% Increase/(Decrease)	-	176.79%	59,752.70%	-
<b>Profit before Tax and Extraordinary Expenses</b>	<b>79.52</b>	<b>177.32</b>	<b>28.50</b>	<b>1.42</b>
% of total revenue	17.34%	12.65%	6.05%	58.92%
Extraordinary Expenses	-	-	-	-
% of total revenue	-	-	-	-
% Increase/(Decrease)	-	-	-	-
<b>Restated Profit/(Loss) before tax</b>	<b>79.52</b>	<b>177.32</b>	<b>28.50</b>	<b>1.42</b>
% of total revenue	17.34%	12.65%	6.05%	58.92%
% Increase/(Decrease)	-	522.18%	1907.04%	-
<b>Tax expenses/(income)</b>				
Current Tax	21.09	46.40	4.45	0.22
Provisions for Deferred Tax	(0.24)	4.99	(7.02)	(0.55)
MAT Credit Entitlement	-	4.67	(4.45)	(0.22)
<b>Total tax expenses</b>	<b>20.85</b>	<b>56.06</b>	<b>(7.02)</b>	<b>(0.55)</b>
% of total revenue	4.55%	4.00%	1.49%	25.46%
<b>Restated profit/(loss) after Tax</b>	<b>58.67</b>	<b>121.26</b>	<b>35.52</b>	<b>1.97</b>
% of total revenue	12.79%	8.65%	7.53%	91.20%
% Increase/(Decrease)	-	241.39%	1703.04%	-

*Our income is dependent upon few major customers, details of the same is as following:*

(₹ in lakhs)

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage%	Amount	Percentage%	Amount	Percentage%
Top five customers	1150.83	82.08%	471.41	100%	2.16	100%
Top ten customers	1,401.18	99.99%	-	-	-	-

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Total revenue has increased by ₹929.83 Lakhs and 197.24%, from ₹471.41 Lakhs in the fiscal year ended March 31, 2022 to ₹1,401.24 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue was on account of product diversification, which encompassed introducing new products and services that attracted a broader range of revenue streams, thereby contributing to the substantial revenue growth.

### **Expenditure**

Total Expenditure increased by ₹781.01 Lakhs and 176.34%, from ₹ 442.91Lakhs in the fiscal year ended March 31, 2022 to ₹1,223.92 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was increased mainly due to the following factors, which collectively drove up operational and investment costs in the fiscal year ended March 31, 2023, as the company invested in technology, expanded its workforce and intensified marketing efforts and related expenses.

### **Cost of material consumed**

Cost of material consumed in terms of value and percentage increased by ₹ 509.89 Lakhs and 347.03% from ₹149.93 Lakhs in the fiscal year ended March 31, 2022 to ₹656.82 Lakhs in the fiscal year ended March 31, 2023. Cost of material consumed is mainly due to increase in overall operations.

### Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹251.31 Lakhs and 89.70% from ₹280.16 Lakhs in the fiscal year ended March 31, 2022 to ₹ 531.47 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to recruitment of fresh talent, general increment in salary and incentives to employees.

### Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 0.40 Lakhs and 400% from ₹ 0.10 Lakhs in the fiscal year ended March 31, 2022 to ₹ 0.50 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was increased mainly due to higher interest outgo and increased borrowings.

### Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 12.60 Lakhs and 4,500% from ₹ 0.28 Lakhs in the fiscal year ended March 31, 2022 to ₹ 12.88 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is due to increase in assets and is general in nature.

### Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 6.80 Lakhs and 44.01% from ₹ 15.45 Lakhs in the fiscal year ended March 31, 2022 to ₹ 22.25 Lakhs in the fiscal year ended March 31, 2023. Other Expenses was increased mainly due to increase in Insurance Expenses, Commission Expenses, Rates, taxes & fees, Software Subscription Charges, Travelling and Conveyance Expenses, Rent Expenses, Auditor Fees, Legal & Professional Fees, Bank Late Fees & Charges, Foreign Exchange Gain or Loss, Internet Expenses, Postage Courier Expenses, Office Expenses and Miscellaneous Expenses.

### EBIDTA

Profit before exceptional & extraordinary items and Tax has increased by ₹ 148.82 Lakhs and 522.18% from ₹28.5 Lakhs in the fiscal year ended March 31, 2022 to ₹177.32 Lakhs in the fiscal year ended March 31, 2023. Profit before exceptional & extraordinary items and Tax was increased due to increased volume of operations.

### Net Profit after Tax and Extraordinary items

Net Profit has increased by ₹85.74 Lakhs and 241.69% from profit of ₹ 35.52 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 121.26 Lakhs in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations and increase in profit margins.

### Cash Flows

(Amount ₹ in lacs)

Particulars	For the quarter ended June 30, 2023	For the year ended March 31,		
		2023	2022	2021
Net Cash from Operating Activities	(1.09)	53.07	0.81	2.22
Net Cash from Investing Activities	(2.33)	(56.52)	(1.27)	(0.14)
Net Cash used in Financing Activities	(1.29)	14.85	(0.10)	-

### Cash Flows from Operating Activities

Net cash from operating activities for fiscal 2023 was at ₹ 53.07 lacs as compared to the Profit Before Interest, Depreciation and Tax at ₹190.70 lacs, while for fiscal 2022, net cash from operating activities was at ₹0.81 lacs

as compared to the Profit Before Interest Depreciation and Tax at ₹28.88 lacs. For fiscal 2021, the net cash from operating activities was ₹2.22 lacs compared to Profit before Interest, Depreciation and Tax of ₹1.42 lacs.

#### **Cash Flows from Investment Activities**

Net cash from investing activities for fiscal 2023 was at ₹ (56.52) lacs due to additions in increase in Fixed Assets, while for fiscal 2022, net cash from investing activities was at ₹ (1.27) lacs due to investment in Fixed Assets. For fiscal 2021, the net cash from investing activities was ₹ (0.14) lacs.

#### **Cash Flows from Financing Activities**

Net cash from financing activities for fiscal 2023 was at ₹ 14.85 lacs due to interest payment, while for fiscal 2022, net cash from financing activities was at ₹ (0.10) lacs due to higher amount of borrowings. For fiscal 2021, the net cash from financing activities was NIL.

### **OTHER MATTERS**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page 158 and 198 respectively of this Draft Red Herring Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

#### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page 28 and 198 respectively of this Draft Red Herring Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

#### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” beginning on Page 28 of this Draft Red Herring Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

#### **5. Competition Conditions**

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of timely delivery and lower cost. Further, there are no entry barriers in this industry and any expansion in capacity of existing service provided would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

### CAPITALISATOIN STATEMENT

Particulars	Pre -Offer as at June 30, 2023 (₹ in lakhs)	As Adjusted For Offer*
Borrowings		
Long-Term Borrowings (A)	14.68	[•]
Short-Term Borrowings (B)	Nil	[•]
<b>Total (C) = (A) + (B)</b>	14.68	[•]
Shareholders' Funds		
<b>Share Capital (D)</b>	1.00	[•]
Reserves & Surplus (E)	300.81	[•]
<b>Total (F) = (D) + (E)</b>	301.81	[•]
Ratio:		
<b>Debt/Equity Ratio -(C)/(F)</b>	<b>0.05</b>	[•]
<b>Non-Current Borrowings/ Total Equity -(B)/(F)</b>	<b>0.05</b>	[•]

*\*The corresponding post Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement*

*The pre-issue ratios has been computed on the basis of the Restated Standalone Summary Statement of Assets and Liabilities as of June 30, 2023 on Standalone Basis.*

**SECTION VII – LEGAL AND OTHER INFORMATION**  
**OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors, Promoters and Group Company.

Our Board, in its meeting held on September 4, 2023, determined that outstanding legal proceedings involving the Company, its Directors and Promoters: (a) where the aggregate amount involved, in such individual litigation exceeds 1% of the restated revenue from operations of our Company, as per last audited financial statements; or (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 1% of the restated revenue from operations of our Company as per the last audited financial statements, if similar litigations put together collectively exceed 1% of the restated revenue from operations of our Company, or (c) litigations whose outcome could have a material impact on the business, operations, prospects or reputation of our Company, will be considered as material litigation (“**Material Litigation**”). Further, litigation involving our Group Company shall be considered material only if the outcome of such litigation could have a material impact on the business, operations, prospects or reputation of our Company.

Our Board of Directors considers dues owed by our Company to the small scale undertakings and other creditors exceeding 10% of the trade payables for the Restated Financial Statements for the latest period, as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on September 4, 2023. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“**MSME**”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

All terms defined in a particular litigation are for that particular litigation only.

**1. LITIGATION INVOLVING OUR COMPANY**

**i. Litigation against our Company**

1. Criminal Proceedings

Nil

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
<b>Indirect Tax</b>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil

Particulars	Number of cases	Amount involved*
GST	Nil	Nil
<b>Total</b>	Nil	Nil
<i>Direct Tax</i>		
Cases filed against our Company	Nil	Nil
Cases filed by our Company	Nil	Nil
<b>Total</b>	Nil	Nil

\*To the extent quantifiable

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*

Nil

6. *Legal Notices*

Nil

**ii. Litigation by our Company**

1. *Criminal Proceedings*

Nil

2. *Civil and other Material Litigations*

Nil

**2. LITIGATION INVOLVING OUR PROMOTERS**

*Cases filed against our Promoters*

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Promoter, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
<i>Indirect Tax</i>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
GST	Nil	Nil

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<b>Total</b>	Nil	Nil
<b>Direct Tax</b>		
Cases filed against our Promoter	Nil	Nil
Cases filed by our Promoter	Nil	Nil
<b>Total</b>	Nil	Nil

*\*To the extent quantifiable*

4. *Other Material Litigations*

Nil

5. *Legal Notices*

Nil

***Cases filed by our Promoters***

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

***Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals***

As on date of this Draft Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last five Fiscals including any outstanding action.

**3. LITIGATION INVOLVING OUR DIRECTORS**

***Cases filed against our Directors***

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

*(in ₹)*

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<b>Indirect Tax</b>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
GST	Nil	Nil
<b>Total</b>	Nil	Nil
<b>Direct Tax</b>		

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
Cases filed against our Director	Nil	Nil
Cases filed by our Director	Nil	Nil
<b>Total</b>	Nil	Nil

*\*To the extent quantifiable*

3. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

4. *Other Material Litigations*

Nil

6. *Legal Notices*

Nil

**Cases filed by our Directors**

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

**4. LITIGATION INVOLVING OUR SUBSIDIARY**

As on date of this Draft Red Herring Prospectus, our Company does not have a subsidiary.

**5. LITIGATION INVOLVING OUR GROUP COMPANY**

**Cases filed against our Group Company**

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Group Company, specifying the number of cases pending and the total amount involved:

*(₹ in lacs)*

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<b>Indirect Tax</b>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil



Particulars	Number of cases	Amount involved*
GST	Nil	Nil
<b>Total</b>	Nil	Nil
<i>Direct Tax</i>		
Cases filed against our Group Company	Nil	Nil
Cases filed by our Group Company	Nil	Nil
<b>Total</b>	Nil	Nil

\*To the extent quantifiable

4. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

4. *Other Material Litigations*

Nil

7. *Legal Notices*

Nil

**Cases filed by our Group Company**

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

**6. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

In terms of the Materiality Policy dated September 4, 2023, our Company has 2 material creditor, as on date of this Draft Red Herring Prospectus.

As on date of this Draft Red Herring Prospectus, our Company does not have amount payable or outstanding towards small-scale undertakings. Details of amounts outstanding to material and other creditors is as follows:  
(₹ in lacs)

Particulars	No. of Creditors	Amount
Outstanding dues to material creditors	2	86.77
Outstanding dues to other creditors	3	345.73
<b>Total outstanding dues</b>	<b>5</b>	<b>432.5</b>

Complete details of outstanding dues to our creditors as on [www.opalforce.com](http://www.opalforce.com) are available at the website of our Company, [www.opalforce.com](http://www.opalforce.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.opalforce.com](http://www.opalforce.com), would be doing so at their own risk. For further details, refer to the section titled "Financial Information" on page 158 of this Draft Red Herring Prospectus.

**7. MATERIAL DEVELOPMENT SINCE JUNE 30, 2023**

There have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect 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. For further details, please refer to the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 198 of this Draft Red Herring Prospectus.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities. Our Company has obtained the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. For details in connection with the regulatory and legal framework within which we operate, please refer the chapter **“Key Industrial Regulations and Policies”** on page 123 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities.

The following statements set out the details of licenses, permissions and approvals taken by our Company under various central and state laws for carrying out the business:

### **I. Issue related Approvals**

For the approvals and authorizations obtained by our Company in relation to the Issue, see **“Other Regulatory and Statutory Disclosures – Authority for the Issue”** on page 214 of this Draft Red Herring Prospectus.

### **II. Approvals from the Stock Exchanges**

- a) Our Company has received an in-principle approval from NSE dated [●] for listing of Equity Shares issued pursuant to the Issue.
- b) Our Company’s ISIN is INE0QXO01027.

### **III. General Approvals**

- a) Certificate of incorporation dated September 24, 2009 issued under the Companies Act, 1956 by the Registrar of Companies, Maharashtra at Pune.
- b) Fresh Certificate of Incorporation dated September 6, 2023 under the Companies Act, 2013 issued by Registrar of Companies, Maharashtra at Pune, consequent upon conversion of our Company from a private limited company to a public limited company.
- c) Letter dated April 19, 2021 bearing number 10000635711PUN issued by the Employees’ Provident Fund Organization under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 for allotting code number PUPUN2357221000 to our Company.
- d) Udyog Aadhaar registration certificate dated December 28, 2022 bearing udyam registration number UDYAM-MH-26-0373802 issued by Ministry of Micro, Small & Medium Enterprises, Government of India.
- e) Certificate issued by LEI Register India Private Limited for the purpose of allotting 335800PU1AOJ1W41G655 as the Legal entity identifier code number to our Company. The certificate and the LEI code are valid until September 13, 2024.
- f) Certificate of Importer-Exporter Code issued on February 24, 2012 by the Office of the Joint Director General of Foreign Trade, Pune, Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India, for the purpose of allotting 3111026043 as the IEC code number to our Company.

### **IV. Tax Related Approvals**

- a) Our Company’s permanent account number dated September 24, 2009 issued by the Income Tax Department is AABCO2035P.
- b) Our Company’s tax deduction and collection certificate dated October 29, 2009 issued by the Income Tax Department for allotment of tax deduction account number being, PNEO02041E.

- c) Registration certificate dated July 19, 2018 bearing registration number 27AABCO2035P1Z9 (Maharashtra) issued under the Central Goods and Service Tax Act, 2017.
- d) Certificate of Registration dated June 11, 2010 issued by the Maharashtra Sales Tax Department, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 for the purpose of allotting profession tax registration number, 27075225445P, to our Company.
- e) Certificate of Enrolment dated July 10, 2016 issued by the Maharashtra Sales Tax Department, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 for the purpose of allotting profession tax enrolment number, 99431762808P, to our Company.

**V. Business and Project Related Approvals**


As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India and for executing business projects awarded to our Company. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company for conducting our operations is provided below.

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
1.	Certificate of registration issued under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Office of the Deputy Commissioner of Labour, Pune, Maharashtra	2331000317682872	May 30, 2023	May 29, 2024
2.	Certificate of inspection issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006.	Om Sai Fire Systems, Pune	-	July 25, 2023	-
3.	Certificate issued to certify that the management systems of our Company have found to be compliant with information security management system standards prescribed under ISO/IEC 27001:2022	Staunchly Management and Systems Services Limited	IN55519E	August 30, 2023	August 29, 2026
4.	Certificate issued to certify that the management systems of our Company have found to be compliant with quality management system standards prescribed under ISO 9001:2015	Staunchly Management and Systems Services Limited	IN55519A	August 30, 2023	August 29, 2026
5.	Certificate issued to certify that the quality management systems of our Company have found to be compliant with	Revolutionary Certifications Services	INCMMI/MH-91477/1023	October 16, 2023	October 15, 2026

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
	requirements of CMMI Level- 3 for the scope of product engineering, embedded programming and design services				
6.	Certificate issued to certify that the quality management systems of our Company have found to be compliant with requirements of CMMI Maturity Level- 5 for the scope of product engineering, embedded programming and design services	Revolutionary Certifications Services	INCMMI/MH-91476/1023	October 16, 2023	October 15, 2026
7.	Registration issued under the Labour Welfare Fund Act under the Labour Welfare Fund Act, 1953	Welfare Commissioner, Maharashtra Labour Welfare Board	PUPUNO000118	June 1, 2021	-

**VI. Intellectual Property Related Approvals**

As on date of this Draft Red Herring Prospectus, our Company has applied for the registration under the Trade Marks Act, 1999:

Particulars	Application Number	Class	Date of Application	Current Status
	6109870	42	September 14, 2023	Marked for Exam

**VII. Licenses/ Approvals for which applications have been made by our Company and are pending:**

Nil

**VIII. Licenses / approvals which have expired and for which renewal applications have not been made by our Company.**

Nil

**IX. Licenses / Approvals which are required but not yet applied for by our Company:**

Our Company is yet to apply for change of our name on its licenses pursuant to its conversion into a public limited company.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE OFFER

The Board of Directors has, pursuant to a resolution passed at its meeting held on October 16, 2023 authorized the Offer, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on October 19, 2023, authorized the Offer under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The Selling Shareholder has confirmed and approved its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Name of the Selling Shareholder	Type	Date of Authorization Letter	Date of Authorization Resolution	Equity Shares held as of date of the DRHP	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Opalforce Inc	Promoter	October 18, 2023	October 18, 2023	1,20,48,795	16,50,000	13.69

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Red Herring Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Offer.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, Promoters, members of the Promoter Group, Directors, persons in control of our Company and the persons in control of our Promoter are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against the Directors of our Company in the past five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoter or Directors have neither been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Directors and individual Promoters have not been declared as Fugitive Economic Offenders.

The Selling Shareholder confirms that it has not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Our Company or our Promoters, members of the Promoter Group or Directors are not declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

### Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters (one of whom is also the Selling Shareholder), our Directors and members of Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant

Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

#### **PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY**

Neither our Company, nor our Promoter, nor the relatives (as defined under the Companies Act) of our Promoter, nor Group Companies/Entities or Selling Shareholder have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

#### **ELIGIBILITY FOR THE ISSUE**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital is less than ten crore rupees can issue Equity Shares to the public and propose to list the same on the EMERGE Platform of National Stock Exchange of India Limited.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder:

**1. *The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.***

Our Company is incorporated under the Companies Act, 1956.

**2. *The post issue paid up capital of the company shall not be more than ₹ 25.00 Crore.***

The present paid-up capital of our Company is ₹ 277.00 lakhs and we are proposing issue upto 33,50,000 Equity Shares of ₹ 2 each at Issue price of ₹ [•] per Equity Share and an Offer for sale by existing shareholders 16,50,000 equity shares of ₹ 2 each at a price of ₹ [•] per equity share aggregating to ₹ [•] lakhs. Hence, our Post Issue Paid up Capital will be ₹ 344.00 lakhs. So, the company has fulfilled the criteria of post issue paid up capital shall be less than ₹ 1,000.00 lakhs.

**3. **Track Record****

**A. *The company should have a track record of at least 3 years.***

Our Company was incorporated on September 24, 2009 as ‘Opalforce Software India Private Limited’, a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 24, 2009 issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on August 16, 2023 and consequently the name of our Company was changed to ‘Opalforce Software India Limited’ and a fresh certificate of incorporation dated September 6, 2023 was issued by the Registrar of Companies, Maharashtra at Pune. Hence, our Company fulfils the criteria of having track record of 3 years.

**B. *The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.***

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating profit (earnings before interest, depreciation and tax and other income) from operations*	190.76	28.88	1.42
Net Worth as per Restated Financial Statement	243.14	121.88	86.36

#### 4. *Other Requirements*

We confirm that:

- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

5. The Company has a website: [www.opalforce.com](http://www.opalforce.com)

6. Disclosures

We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting Company(ies) during the past three years.
- iii. There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies).
- iv. There are no criminal cases/investigation/offences filed against the director of the company.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting, please refer to Section titled "**General Information**" beginning on page no. 58 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled "**General Information**" beginning on page no. 58 of this Draft Red herring Prospectus.
3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Red Herring Prospectus through the BRLM immediately upon registration of the Red Herring Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on the Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue



under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY 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 SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE 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 HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS 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 / RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER 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, KHANDWALA SECURITIES LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED [•], 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR 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.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT PUNE, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE NSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Prospectus prior to the filing with the RoC.

#### **DISCLAIMER FROM OUR COMPANY, THE SELLING SHAREHOLDER AND THE BOOK RUNNING LEAD MANAGER**

Our Company, the Selling Shareholder 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 their own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Khandwala Securities Limited) and our Company on October 20, 2023 and the Underwriting Agreement dated [•] entered into between the Underwriters, our Company and Selling Shareholder and the Market Making Agreement dated [•] entered into among the Market Maker, our Company and Selling Shareholder.

All information shall be made available by our Company, the Selling Shareholder and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a

section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entity, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entity, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors that apply in this Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Selling Shareholder the Underwriter and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

#### **Disclaimer from the Selling Shareholder**

The Selling Shareholder accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, or the respective websites of our Promoter, Promoter Group or any affiliate of our Company would be doing so at his or her own risk. The Selling Shareholder, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus, other than those specifically made or confirmed by the Selling Shareholder in relation to itself as a Selling Shareholder and the Offered Shares. Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholder and its directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholder and its directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

#### **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 authorised 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 the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Offer hereby in any other jurisdiction to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him 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 Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's and the Selling Shareholder's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and 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 Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any

implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING OF DRAFT RED HERRING PROSPECTUS/RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus, will be delivered to the RoC Office situated at PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411 044, Maharashtra, India.

#### **LISTING**

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Other than the listing fees for the Offer, which will be borne by our Company, and the fees and expenses of the legal counsel and the chartered accountants to the Selling Shareholder, which will be borne by the Selling Shareholder, all cost, fees and expenses in respect of the Offer will be shared amongst our Company and the Selling Shareholder 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 Selling Shareholder in the Offer for Sale, upon successful completion of the Offer. Any payments by our Company in relation to the Offer expenses on behalf of the Selling Shareholder shall be reimbursed by such Selling Shareholder to our Company inclusive of taxes.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six Working Days from the Offer Closing Date.

## **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.”

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

## **CONSENTS**

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, the Selling Shareholder, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Offer, the BRLM to the Offer, Registrar to the Offer, Advisor to the Company, [●], [●], [●] and [●] to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, our Company has received written consent dated October 20, 2023 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated October 20, 2023 on our restated financial information; and (ii) its report dated October 20, 2023 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

## **EXPERT OPINION**

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

## **PREVIOUS PUBLIC OR RIGHTS OFFER**

Our Company has not made public Offer in the past. For details of right issue please refer chapter titled “*Capital Structure*” beginning on page no. 68 of this Draft Red Herring Prospectus.

#### **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

#### **CAPITAL OFFER DURING THE LAST THREE YEARS**

For details of the capital issued in past three years, please refer chapter titled “*Capital Structure*” beginning on page no. 68 of this Draft Red Herring Prospectus.

**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM**

Price Information of past issues handled by the Book Running Lead Manager

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing*	
1.	VISHNUSURYA PROJECTS AND INFRA LIMITED	49.98	₹68	October 10, 2023	73	N/A	N/A	N/A	N/A	N/A	N/A

**Summary Statement of Disclosure**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day*		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-2022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
2022-2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the Book Running Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please refer the website of Lead Manager at [www.kslindia.com](http://www.kslindia.com)

## PERFORMANCE VIS-A-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 68 of this Draft Red Herring Prospectus, our Company has not undertaken any previous public or rights issue. None of the Entities or associates of our Company are listed on any stock exchange.

## STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 date April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 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. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus. - Noted for Compliance

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Sarika Sharma	Independent Director	Chairperson
Shabnam Khureshi	Independent Director	Member
Aditya Joshi	Chairman, Managing Director and Chief Executive Officer	Member

Our Company and the Selling Shareholder has appointed Binny Porwal as the Company Secretary and Compliance Officer, who may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

3<sup>rd</sup> Floor Awfis Space GK Mall,  
SR NO 133/1/3,161,11  
Pimple Saudagar,  
Pune– 411 027,  
Maharashtra, India.

**Telephone:** +91 920 940 1976

**E-mail:** cs@opalforce.com

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 68 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

#### **CHANGES IN AUDITORS**

For details regarding changes in Auditor, please refer chapter titled “*General Information*” beginning on page no. 58 of this Draft Red Herring Prospectus.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled “*Capital Structure*” on page 68 of this Draft Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.



## SECTION VIII – OFFER INFORMATION

### TERMS OF THE OFFER

*The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Offer and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further, vide the said circular, Registrar to the Offer and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.*

#### **Authority for the Offer**

The present Public offer of upto 50,00,000 equity shares includes a Fresh issue of 33,50,000 Equity shares and an offer for sale by the Selling Shareholder of 16,50,000 equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on October 16, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on October 19, 2023 in accordance with the provisions of Sections 23(1)(a), 62(1)(c) other applicable provisions, if any, of the Companies Act, 2013.

The Offer for Sale has been authorized by the Selling Shareholder by its consent letter dated October 18, 2023 and resolution passed by its board of directors on October 18, 2023 .

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including in respect of the right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to Section titled “*Description of Equity Shares and terms of the Articles of Association*” beginning on Page No. 265 of the Draft Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to chapter titled “*Dividend Policy*” beginning on Page No. 157 of the Draft Red Herring Prospectus.

#### **Face Value, Offer Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 2/- and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“**Cap Price**”).

The Price Band and the minimum Bid Lot will be decided by our Company and the Selling Shareholder in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Marathi editions of [●] (Marathi being the official language of Maharashtra, where our Registered Office is situated), each with wide circulation, 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 on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company and the

Selling Shareholder in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Offer Price*” beginning on page 85 of this Draft Red Herring Prospectus.

### **Compliance with SEBI (ICDR) Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Offer before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated August 22, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated August 23, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited 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 Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

The minimum number of allottees in the Offer shall be 50 shareholders. In case, the number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. personal (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## **Nomination Facility to Investor**

In accordance with Section 72 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 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 the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agent of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Offer capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" on page 68 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" on page 265 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. 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. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

## **Withdrawal of the Offer**

Our Company and the Selling Shareholder in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two (2) 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 to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are 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 (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company and the Selling Shareholder in consultation with BRLM withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/Red Herring Prospectus with Stock Exchange.

## OFFER PROGRAM

Events	Indicative Dates
<b>Bid/Offer Opening Date</b>	[●]
<b>Bid/Offer Closing Date</b>	[●]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before [●]
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before [●]
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before [●]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before [●]

*\*\*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, 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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholder in consultation with the BRLM, revision of the Price Band or any delay 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.

**In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit report of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

### Submission of Bids

#### Bid/Offer Period (except the Bid/Offer Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

#### Bid/Offer Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

**On the Bid/Offer Closing Date, the Bids shall be uploaded until:**

- 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.

On the Bid/Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a 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 SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company and the Selling Shareholder in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholder in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

**Minimum Subscription**

This Offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the —stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will,

on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) 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(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### Migration to Main Board

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	<ul style="list-style-type: none"> <li>• The applicant Company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>• The company has not received any winding up petition admitted by a NCLT.</li> <li>• The net worth* of the company should be at least 50 crores</li> </ul> <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	<ul style="list-style-type: none"> <li>• The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.</li> <li>• Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.</li> <li>• Redressal mechanism of Investor grievance</li> <li>• PAN and DIN no. of Director(s) of the Company</li> <li>• Change in Control of a Company/Utilization of funds raised from public</li> </ul>

### Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “*General Information*” beginning on page 58 of this Draft Red Herring Prospectus.

### Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

**Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting**

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 68 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. 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 the 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.

**Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

## OFFER STRUCTURE

The present offer is of 50,00,000 Equity Shares of face value of ₹2/- each (“**Equity Shares**”) for cash at a price of ₹ [●] per equity share including a share premium of ₹. [●] per equity share (the “**Offer Price**”) aggregating to ₹. [●] Lakhs (“the **Offer**”) by the issuer Company (the “**Company**”) comprising of a fresh issue of 33,50,000 equity shares aggregating to ₹ [●] Lakhs (the “**Fresh Issue**”) and an Offer for Sale of 16,50,000 equity shares by the Selling Shareholder (“**Offer for Sale**”) aggregating to ₹ [●] Lakhs, out of which [●] equity shares of face value of ₹2/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker to the Offer (the “**Market Maker Reservation Portion**”).

The Offer less the Market Maker Reservation Portion i.e., Net offer of [●] equity shares of face value of ₹. 2/- each at a price of ₹[●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs (the “**Net Offer**”).

The Offer and the Net Offer will constitute [●]% and [●]% respectively of the post offer paid up equity share capital of our Company. The Offer is being made through the Book Building Process. For further details, please refer chapter titled “*Terms of the Offer*” on page 225 of this Prospectus.

This Issue is being made by way of Book Building Process <sup>(1)</sup>:

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	Up to [●] Equity shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Offer size available for allocation	[●]% of the offer size	Not more than [●]% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than [●]% of the Net Offer	Not less than [●]% of the Net Offer
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows:  a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and	Proportionate	Proportionate
		b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above		



Particulars of the Offer (2)	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Mode of Bid	Only through the ASBA Process	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds ₹ 200,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process (excluding the UPI Mechanism).	Only through the ASBA process (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism)

- (1) This offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an offer for at least 25% of the post offer paid-up Equity share capital of the Company. This offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the 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 the Selling Shareholder in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

#### Withdrawal of the Offer

In accordance with SEBI (ICDR) Regulations, the Company and the Selling Shareholder, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Offer at any time before the Bid/Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in all editions [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and a Marathi national daily newspaper (Marathi being the official language of Maharashtra, where our Registered Office is situated), each with wide circulation.

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

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities at Maharashtra.

## BID/ OFFER PROGRAMME:

Events	Indicative Dates
<b>Bid/Offer Opening Date</b>	[●]
<b>Bid/Offer Closing Date</b>	[●]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or Before [●]
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or Before [●]
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or Before [●]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or Before [●]

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company may choose to close this Issue within three (03) working days, in accordance with the timeline provided under the aforementioned circular.

## OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. The Offer has been 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 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular shall come into force for initial public Issues opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Prospectus. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 modifying the process timelines and extending the implementation timelines for certain measures introduced by the March 16 Circular. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

Further, our Company, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

## **BOOK BUILDING PROCEDURE:**

This 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 [●]% of the Offer shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than [●]% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than [●]% 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 the 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 spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Offer, subject to applicable laws.**

## **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

## **Phased implementation of Unified Payments Interface**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. 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.

- c) Phase III: Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.
- d) SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company may choose to close this Offer within three (03) working days, in accordance with the timeline provided under the aforementioned circular.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors complaints in this regard, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/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.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Offer Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
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Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

**Note:** Electronic Bid Cum Application Forms will also be available for download on the website of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

**Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.**

**Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).**

**Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.**

**The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.**

**An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)**

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
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**Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.**

**Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.**

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date ("Cut- Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analyzing the same and fixing liability.

#### **WHO CAN BID?**

**Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.**

**Subject to the above, an illustrative list of Bidders is as follows:**

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum 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. 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) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- 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 Bidder '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 and 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) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person 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 regulations, OCBs are not eligible to 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 138 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 Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

**2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than



the Net 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 Bidder 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 Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application 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 Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **METHOD OF BIDDING PROCESS**

Our Company and the Selling Shareholder, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional editions of [●], a Marathi national daily newspaper (Marathi being the official language of Maharashtra, where our Registered Office is situated) each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional editions of [●], a Marathi national daily newspaper (Marathi being the official language of Maharashtra, where our Registered Office is situated) each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the

ASBA Bidder on request.

- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company and the Selling Shareholder in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company and the Selling Shareholder in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

**The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.**

#### **Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in all editions [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional editions of [●], a Marathi national daily newspaper (Marathi being the official language of Maharashtra, where our Registered Office is situated) each with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of 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 Bid Cum Application Forms will also be available on the websites

of the Stock Exchange.

4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

## **BIDS BY ELIGIBLE NRIS**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants offered by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 263. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

## **BIDS BY FPIS**

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.**

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilize the multi- investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

#### **BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank’s own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non- financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or

(ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “*Key Regulations and Policies*” beginning on page 123.

#### **BIDS BY SCSBS**

SCSBS participating in the Offer are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company and the Selling Shareholder, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Selling Shareholder, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

#### **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire 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 Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. the applications accepted by them,
  - ii. the applications uploaded by them
  - iii. the applications accepted but not uploaded by them or
  - iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:



<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 Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, 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.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company and the Selling Shareholder in consultation with the BRLM, shall finalize the Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the Selling Shareholder and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

**Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.**

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
500	24	500	16.67%

1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

## **GENERAL INSTRUCTIONS**

### ***Do's:***

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in

the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of [www.sebi.gov.in](http://www.sebi.gov.in)); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be

rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
  1. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
  2. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
  3. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
  4. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
  5. Do not submit the Bid for an amount more than funds available in your ASBA account.
6. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum ApplicationForms in a colour prescribed for another category of a Bidder;
7. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
8. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
9. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
10. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
11. Do not submit the General Index Register (GIR) number instead of the PAN;
12. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
15. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
16. Do not submit a Bid using UPI ID, if you are not a RIB;
17. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
18. Do not Bid for Equity Shares in excess of what is specified for each category;
19. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
21. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
22. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
23. Do not Bid if you are an OCB; and
24. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund

orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “**General Information**” and “**Our Management**” beginning on pages 58 and 134, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “**General Information**” beginning on page 58.

#### **GROUNDS FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “**General Information**” beginning on page 58.

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, 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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). ‘T’ being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company may choose to close this Offer within three (03) working days, in accordance

with the timeline provided under the aforementioned circular. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and the Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

**The allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.**

#### **BASIS OF ALLOTMENT**

##### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

##### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- i. In the first instance, allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- ii. In the second instance, allotment to all QIBs shall be determined as follows:
  - In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.
- iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the National Stock Exchange of India Limited Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity



shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

**Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.**

**The Executive Director / Managing Director of National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.**

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### **Designated Date:**

**On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.**

**The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 4 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.**

#### **Instructions for Completing the Bid Cum Application Form**

**The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.**

**SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the website of National Stock Exchange of India Limited i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of**

applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com)

#### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

#### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and

applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

**SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public offer to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being offer closing date. The provisions of this circular shall be applicable, on voluntary basis for public offers opening on or after September 1, 2023 and on mandatory basis for public offers opening on or after December 1, 2023. Our Company may choose to close this Offer within three (03) working days, in accordance with the timeline provided under the aforementioned circular.**

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted [●] equity shares; and
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Offer. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated August 22, 2023.
- b) Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated August 23, 2023.
- c) The Company's Equity shares bear an ISIN No. INE0QXO01027.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

#### **PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all regional editions of [●], a Marathi newspaper (Marathi being the official language of Maharashtra, where our Registered Office is situated) each with wide circulation).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or before the filing of Red Herring Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

#### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*"Any person who:*

- I. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- II. 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*
- III. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10 Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10 lakhs or one per cent of the turnover

of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

#### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company and the Selling Shareholder, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

#### **UNDERTAKINGS BY THE SELLING SHAREHOLDER**

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Selling Shareholder in this Draft Red Herring Prospectus shall be deemed to be “Statements and Undertakings made by the Selling Shareholder”. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholder. The Selling Shareholder specifically confirms and undertakes the following in respect of itself and the Equity Shares being offered by it pursuant to the Offer for Sale:

- The portion of the offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.
- it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;
- The portion of the offered Shares have been held by the Selling Shareholder for a minimum period of one year prior to the date of filing the Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations; and
- It is the legal and beneficial owner and has full title of its respective portion of the offered Shares.

## **UTILIZATION OF OFFER PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 100% is allowed in the industry in which our Company operates. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

In accordance with the FEMA Non-debt Rules, participation by non-residents in the Offer is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Offer paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post Offer paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer. As per the existing policy of the Government of India, OCBs cannot participate in this Offer. See “*Offer Procedure*” beginning on page 235.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See “*Offer Procedure*” beginning on page 235.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the 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. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**



## **SECTION IX - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION**

*Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:*

### **1. CONSTITUTION OF THE COMPANY**

#### **a. Table “F” not to apply but company to be governed by these Articles**

No regulations contained in Table “F” of Schedule I to the Companies Act, 2013 (“**Table F**”) as are applicable to a public company limited by shares, shall apply to the Company except: (a) so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof; or (b) to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

#### **b. Applicability of Stock Exchange Regulations**

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of listing agreement of applicable stock exchanges, where the shares/securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognized stock exchange/s, which are required to be stipulated and included in the articles of association of a company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.

### **2. DEFINITIONS AND INTERPRETATION**

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

#### **THE ACT**

“The Act” means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

#### **ARTICLES**

The “Articles” or “Articles of Association” means these articles of association of the Company or as altered from time to time.

#### **BOARD OR BOARD OF DIRECTORS**

“Board” or “Board of Directors” means the board of directors of the Company, as constituted from time to time.

#### **CHAIRMAN**

“The Chairman” means the Chairman of the Board of Directors

#### **THE COMPANY OR THIS COMPANY**

“The Company” or “This Company” means **OPALFORCE SOFTWARE INDIA LIMITED**

#### **RULES**

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

## **LAW**

“Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental Authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

## **MONTH**

“Month” means a calendar month.

## **PERSONS**

“Person” or “person” shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, whether incorporated or not, that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable law.

## **GENDER**

Words importing one gender also include the other gender(s).

## **SINGULAR NUMBER**

Words importing the singular number include, where the context admits or requires, the plural number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

## **SEBI**

“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

## **SEBI LISTING REGULATIONS**

“SEBI LISTING REGULATIONS” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

## **SECURITIES” OR “SECURITIES**

“SECURITIES” OR “SECURITIES” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

## **SHARES” OR SHARES**

“Shares” or “shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

## **SHAREHOLDER OR SHAREHOLDER OR MEMBER**

“Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time.

## **SHAREHOLDERS’ MEETING**

“Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

## **STOCK EXCHANGES**

“Stock Exchanges” shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

## **EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES**

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined.

Words and expressions occurring, but not defined, in these Articles and defined in the Act, SCRA, SEBI Act or regulations/notifications/circulars issued by SEBI (from time to time) shall have the same meanings respectively assigned to them thereunder or in any statutory.

## **PUBLIC COMPANY**

The company is a public company as defined in Section 2(71) of the Act.

### **3. CAPITAL, SHARES AND CERTIFICATES**

The Authorized Share Capital of the Company is as stated in the **Clause 5th** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and Applicable Law and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

Subject to the provision of the Act and Rules Applicable Law and these articles, the Board may issue and allot shares, in such proportion and in the capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity or ESOP or any other scheme and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be or otherwise dispose of the same or any of them to such person in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

#### **a. Increase of Capital by the Company**

The Company in general meeting may from time to time, by ordinary resolution, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights

and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company in conformity with Sections 47 of the Act.

**b. Issue of Securities**

Subject to the provisions of the Act and the rules and other applicable laws the Company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business.

**c. Preference Shares**

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

**d. Shares under the control of the Board**

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as it may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

**e. Purchase / Buy Back of Shares**

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

**f. Reduction of capital**

The Company may (subject to the provisions of Section 52, 55, 66, 67 and/or other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption, reserve account, or (c) any share premium account in any manner and with and subject to any incidents, authorise the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

**g. Consolidation, Division, Sub-Division and Cancellation of Shares**

Subject to the provisions of the Article and Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution in General Meeting g from time to time, a alter the conditions of its Memorandum as follows that is to say:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

#### **h. Modification of Rights**

- (i) Whenever the capital, by reason of the issue of shares including preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article, is not to derogate from any power the Company would have if this Article was omitted.
- (ii) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu there with. This Article, is not to derogate from any power the Company would have if this Article was omitted.

#### **i. Issue of Further Shares Not to Affect Rights of Existing Members**

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. This Article, is not to derogate from any power the Company would have if this Article was omitted.

#### **j. Further Issue of Shares/Securities**

A further issue of shares/securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement, rights issue, bonus issue, pursuant to employee stock options, sweat equity or in any other manner as permitted by the Act and at such time as the Board may from time-to-time think fit.

#### **k. Issue of Shares to Employees**

Subject to applicable rules and regulation, the Board may issue and allot shares/securities as sweat equity or under employees stock option scheme. The Board is authorised absolutely at its sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

#### **l. Liability of Members**

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

#### **m. Registers to be Maintained by the Company**

The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

- (I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India.
- (II) A register of Debenture holders; and
- (III) A register of any other security holders.

The Company may keep in any country outside India, a part of the registers referred above, called “foreign register” containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

#### n. Share Certificates

- (a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act and the Depositories Act, with the details of the shares held in Dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

Every person whose name is entered as a member in the register of members shall be entitled to receive, within two months after allotment (or within such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the shares registered in his name, every share certificate specifying the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

- (b) Certificate of title to shares shall be issued and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of share certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.
- (c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

#### o. Fractional Certificates

- (a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting: -

- (i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or
- (ii) Sell the shares represented by all such fractional parts for the best price reasonably obtainable.
- (b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Company shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.
- (c) For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.
- (d) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
- (e) Notwithstanding the above, the Board shall have power to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares/securities becoming distributable in fractions.

**p. Renewal of Share Certificate**

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfers have been fully utilised.

Provided further that in case of any share certificate being lost or destroyed or if there be no further space on the bank for endorsement of transfer, the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

**q. Company not bound to recognize any Interest in Share other than Registered Holder**

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the beneficial owner of the shares in the records of the depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

#### **4. Company entitled to Dematerialise its Shares and Securities**

Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debenture and other securities in a dematerialised form held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

The Company shall further be entitled to maintain a Register of Members with the details of members holding shares/securities both in material and dematerialised form in any media as permitted by law including any form of electronic media.

#### **5. GENERAL AUTHORITY**

Where in the Act, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transactions only if such company is so authorized by its articles of association, in every such case this Articles of Association hereby authorizes and empowers the Company, its Board, its Directors and/or its members to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific provision in that behalf herein. Following are a few illustrations of such rights, privileges, authorities and transactions as set out with relevant Section numbers from the Act:

Section 40: to pay commission on issue of shares and debentures

Section 43: to issue shares with differential voting rights

Section 48: to alter rights of holders of special class of shares

Section 50: to accept amount on share capital although not called up

Section 51: to pay dividend in proportion to amount paid-up

Section 55: to issue preference shares.

Section 61: to alter the share capital of the company

Section 42: to issue shares on preferential basis

Section 62: to further issue shares/securities

Section 63: to issue bonus shares



Section 68: to buy back the shares of the Company

Section 88: to keep foreign register of members of debenture holders

Section 161: to appoint additional, alternate and nominee directors

The above authority does not include rights, privileges, authorities under Section 163 of the Act.

## **6. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED**

The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.

3. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

## **7. BROKERAGE**

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

## **8. CALLS**

### **a. BOARD MAY MAKE CALLS**

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine at any time.

### **b. NOTICE OF CALLS**

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid provided that before the time for payment of such call, the Board may revoke or postpone the same.

### **c. CALLS TO TAKE EFFECT FROM THE DATE OF RESOLUTION**

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board of Directors.

### **d. CALLS ON SHARES OF SAME CLASS TO BE ON UNIFORM BASIS**

All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

### **e. BOARD MAY EXTEND TIME**

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.

**f. AMOUNT PAYABLE AT FIXED TIME OR BY INSTALMENTS TO BE TREATED AS CALLS**

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased registered shareholder, as if it were a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

**g. Deposit and Call, etc. to be Debt Payable**

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

**h. Interest on Call or Instalment**

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Board may waive payment of such interest wholly or in part. In case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

**i. Partial Payment not to Preclude Forfeiture**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time-to-time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

**j. PAYMENT IN ANTICIPATION OF CALLS MAY CARRY INTEREST**

- (a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate as may be decided by the Board according to the provisions of the Act. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months' notice in writing.
- (b) No member paying any such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

## **9. LIEN**

### **(a) Company to have Lien on Shares/ Debentures**

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

### **(b) As to Enforcing Lien by Sale**

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:

- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorise one of the members to execute a transfer thereof on behalf of and in the name of such members.

### **(c) Transfer of Shares sold under Lien**

- (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereto;
- (2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) The Purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

### **(d) Application of proceeds of sale**

- (1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable, and
- (2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

### **(e) Outsider's lien not to affect company's lien**

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other

person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

## **10. JOINT HOLDERS**

### **a. THE FIRST NAMED OF JOINT HOLDERS DEEMED SOLE HOLDER**

If any share stands in the names of two or more persons, first named in the register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles:-

### **b. NOT MORE THAN FOUR**

- (a) The Company shall not be bound to register more than four persons as the holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

### **c. TITLE OF SURVIVORS**

On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

### **d. RECEIPT OF ONE SUFFICIENT**

Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

### **e. DELIVERY OF CERTIFICATE AND GIVING OF NOTICE**

Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

## **11. FORFEITURE OF SHARES**

### **a. IF MONEY PAYABLE ON SHARES NOT PAID NOTICE TO BE GIVEN TO MEMBER**

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

### **b. ALLOTMENT MONEY SHALL BE DEEMED TO BE A CALL**

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

### **c. EFFECT OF NONPAYMENT OF SUMS**

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

### **d. FORM OF NOTICE**

The notice shall name a day (not being less than fourteen(14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

### **e. IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED**

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

### **f. NOTICE OF FORFEITURE TO A MEMBER**

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

### **g. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY AND MAY BE SOLD ETC.**

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, reallocated or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

### **h. CANCELLATION OF FORFEITURE**

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**i. MEMBER STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST**

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding twelve (12) per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

**j. EFFECT OF FORFEITURE**

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

**k. VALIDITY OF FORFEITURE**

- 1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share;
- 2) The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- 3) The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;
- 4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- 5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the share.

**l. CANCELLATION OF SHARE CERTIFICATES IN RESPECT OF FORFEITED SHARES**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

**m. VALIDITY OF SALES**

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

**12. SURRENDER OF SHARES**

The Board may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

### **13. TRANSFER AND TRANSMISSION OF SHARES**

#### **a. INSTRUMENT OF TRANSFER TO BE EXECUTED BY TRANSFEROR AND TRANSFEREE**

- 1) For shares in physical form, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- 2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 3) The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

#### **b. BOARD MAY REFUSE TO REGISTER TRANSFER**

Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

#### **c. BOARD MAY DECLINE TO RECOGNIZE INSTRUMENT OF TRANSFER**

The Board may decline to recognize any instrument of transfer unless –

- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) the instrument of transfer is in respect of only one class of shares.
- d) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
- e) Provisions of Articles to apply to Shares held in Depository:  
Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
- f) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository

**d. TRANSFER OF SHARES WHEN SUSPENDED**

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty (30) days at any one time or for more than forty- five (45) days in the aggregate in any year.

**e. TRANSFER OF PARTLY PAID SHARES**

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

**f. TRANSFER TO MINORS, ETC.**

- (a) No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.
- (b) A minor may be admitted and registered as a member of the Company in respect of any fully paid up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

**g. THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF A TRANSFER**

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

**h. TITLE TO SHARES OF DECEASED MEMBER**

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under this Article the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

**i. TITLE TO SHARES ON DEATH OF A MEMBER**

On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.



**j. ESTATE OF DECEASED MEMBER LIABLE**

Nothing shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**k. TRANSMISSION CLAUSE**

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time-to-time properly be required by the Board and subject as hereinafter provided, elect, either –

a) to be registered himself as holder of the share; or

b) to make such transfer of the share as the deceased or insolvent member could have made.

**l. BOARD'S RIGHT UNAFFECTED**

The Board shall in either case have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**m. INDEMNITY TO THE COMPANY**

The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

**n. BOARD'S RIGHT UNAFFECTED**

The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**o. NO FEE ON TRANSFER OR TRANSMISSION**

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

**14. MEETINGS OF MEMBERS**

**a. ANNUAL GENERAL MEETING**

The Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting, except in the case where any extension of time for holding any annual general meeting is granted/availed under applicable laws. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the registered office or at some other place within the city in which the office of the Company is situate through video conferencing or audio-visual means or teleconferencing /permitted mode, as the Board may determine.

**b. EXTRAORDINARY GENERAL MEETING**

All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

The Board may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply through video conferencing or audio visual means or teleconferencing/permitted mode.

**c. CALLING GENERAL MEETING**

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic/permitted mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode: (a) in the case of an annual general meeting, by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting, and (b) in the case of any other general meeting, by members holding, majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at such meeting. Provided further that where any member is entitled to vote only on some resolution or resolutions to be moved at a general meeting and not on the others, that member shall be taken into account for the abovementioned purposes, in respect of the former resolution(s) and not in respect of the latter.

Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

**d. NATURE OF BUSINESS**

The ordinary business of an annual general meeting shall be to receive and consider the financial statements and the report of the Board and of the auditors, to reappointment of Directors retiring by rotation, to appointment of auditors and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.

**e. QUORUM**

- 1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- 3) The quorum for a general meeting shall be as provided in the Act.

**f. CHAIRMAN OF GENERAL MEETING**

The chairman of the Board shall be entitled to take the chair at every general meeting, whether annual or extraordinary. If there be no such chairman of the Board, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of the members to be the chairman of that meeting.

**g. BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILST CHAIR VACANT**

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

#### **h. CHAIRMAN MAY ADJOURN MEETING**

- (1) The Chairman may, suo moto, adjourn the meeting from time to time and from place to place.
- (2) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitionists under Section 100 of the Act (read with provisions of these Articles) shall stand cancelled.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (5) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.
- (6) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

#### **i. CHAIRMAN'S DECLARATION OF RESULT OF VOTING ON SHOW OF HANDS**

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favour or against such resolution.

#### **j. CHAIRMAN'S CASTING VOTE**

In the case of an equality of votes, the chairman shall both on a show of hands and a poll (if any) have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

#### **k. VOTING THROUGH ELECTRONIC MEANS**

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

#### **l. MEMBERS PAYING MONEY IN ADVANCE NOT TO BE ENTITLED TO VOTE IN RESPECT THEREOF**

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

#### **m. NUMBER OF VOTES TO WHICH MEMBER ENTITLED**

i) Subject to the provisions of the Act and these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.

ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

**n. VOTING IN PERSON OR BY PROXY**

The instrument appointing a proxy and/or the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

The proxy so appointed shall have no right to speak at the meeting.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Unless specifically provided as part of terms of preference shares, the preference shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.

**o. MEMBERS IN ARREARS NOT TO VOTE**

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

**p. MINUTES OF PROCEEDINGS OF MEETINGS AND RESOLUTIONS PASSED BY POSTAL BALLOT**

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules

**q. INSPECTION OF MINUTE BOOKS OF GENERAL MEETING**

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

- a) be kept at the registered office of the Company; and
- b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all working days.

**r. MEMBERS MAY OBTAIN COPY OF MINUTES**

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes of general meetings:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

**s. POWERS TO ARRANGE SECURITY AT MEETINGS**

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

**15. DIRECTORS**

**a. NUMBER OF DIRECTORS**

a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15. However, maximum number can exceed 15 by passing special resolution as required under the Act.

b) The first Directors of the Company were **Bhavin Goda** and **Ritesh Sharma**.

(c) It shall not be necessary for a Director to hold any share in the Company.

**b. DIRECTORS NOT LIABLE TO RETIRE BY ROTATION**

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder. Each of them shall be entitled to hold the office until he resigns on his own accord.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation save as otherwise expressly provided in this Act, be appointed by the company in general meeting. For the purposes of this article, the total number of Directors shall not include independent directors, Nominee Director, whether appointed under the Act or any other law for the time being in force, on the Board.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Further this will also be governed by the provisions of Listing Regulations.

A retiring Director shall be eligible for re-election.

**c. SAME INDIVIDUAL MAY BE CHAIRPERSON AND MANAGING DIRECTOR/ CHIEF EXECUTIVE OFFICER**

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

**d. APPOINTMENT OF ALTERNATE DIRECTOR**

The Board may appoint an Alternate Director to act for a Director (hereinafter called “the original Director”) during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Board and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate

office as and when original Director returns to the India. If the terms of office of the original Director is determined before he returns to the India, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

**e. APPOINTMENT OF SPECIAL DIRECTOR**

- (i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm or corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.
- (ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who have appointed such special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

**f. APPOINTMENT OF DEBENTURE DIRECTORS**

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

**g. APPOINTMENT OF NOMINEE DIRECTORS**

- (i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as "The Corporation") continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholetime or non-wholetime, (which Directors or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.
- (ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

- (iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Corporation arising out of the Guarantee furnished by the Corporation.
- (iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.
- (vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/or agreement entered into with such corporation
- (vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Wholetime Director/s shall be entitled to receive such remuneration, fees, commission and money as may be approved by the Corporation.

**h. DIRECTORS MAY FILL VACANCIES**

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

**i. APPOINTMENT OF ADDITIONAL DIRECTORS**

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next annual general meeting but shall be eligible for election at such meeting.

**j. APPOINTMENT OF OTHER DIRECTORS**

The Board shall appoint Woman Director and Independent Director in the manner required under the provisions of Act and other applicable laws.

**k. APPOINTMENT OF MANAGING DIRECTOR OR MANAGING DIRECTOR(S) OR WHOLE TIME DIRECTOR OR WHOLE TIME DIRECTOR(S)**

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Board shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the

provisions of any contract between him or them and the Company) remove or dismiss or reappoint him or them from office and appoint another or others in his or their place or places.

## **16. REMUNERATION OF DIRECTORS**

- 1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- 2) The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined, in accordance with and subject to the provisions of the Act.
- 3) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees and other expenses properly incurred by them –
  - a) in attending, and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
  - b) in connection with the business of the Company
  - c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.
- 4) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

## **17. PROCEEDING OF THE BOARD OF DIRECTORS**

### **a. MEETINGS OF DIRECTORS**

- (a) The conducting of Meetings of the Board of Directors is governed by Secretarial Standards issued by ICSI and approved by the Ministry of Corporate Affairs.
- (b) A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.
- (c) No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.
- (d) If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

### **b. WHEN MEETING TO BE CONVENED**

- i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.



- ii) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

**c. QUORUM**

The quorum for the Board meeting shall be as provided above.

**d. CHAIRMAN**

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairperson of the meeting.

**e. QUESTIONS AT BOARD MEETING HOW DECIDED**

Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a simple majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

**f. CIRCULAR RESOLUTION**

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

**g. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING DEFECT IN APPOINTMENT**

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

**h. GENERAL POWERS OF THE COMPANY VESTED IN BOARD**

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent

with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board shall also undertake the corporate social responsibility activities under the provisions of the Act.

The Board may at any time and from time to time by authority letter, board resolution, power of attorney or otherwise appoint any person or persons to be the authorized persons, delegates or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such periods and subject to such conditions as the Board may from time to time think fit, and may contain powers enabling such authorized persons, delegates or attorneys as aforesaid to sub-delegate/authorise all or any of the powers, authorities and discretions for the time being vested in them.

**i. BORROWING POWERS**

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may think fit.

**j. ISSUE OF DEBENTURES**

The Board has power to issue debentures of various kinds from time to time.

The Board may, from time to time, at its discretion raise for the purpose of the Company's business such of money as they think fit. The Board may raise any such sums as aforesaid by the issue, at such price as it may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board may think expedient.

**k. DELEGATE POWERS**

Subject to the provisions of the Act including Section 179, as applicable, the Board may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than its power to make calls or to make loans or borrow moneys; and to authorise the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

**18. BOARD MAY APPOINT COMMITTEES**

- i) The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.
- ii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

**a. CHAIRMAN OF COMMITTEE OF DIRECTORS**

- i) Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

- ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**b. FUNCTIONING OF THE COMMITTEE**

- 1) A Committee may meet and adjourn as it thinks fit.
- 2) Questions arising at any meeting of a Committee shall be determined by a simple majority of votes of the members present.
- 3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

**19. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act;

- i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- iii) The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole time director / chief financial officer / company secretary of the Company are severally authorised to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

**20. STATUTORY REGISTERS**

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Subject to aforesaid the Board shall have a power to refuse inspection to any other person, at its discretion.

**21. FOREIGN REGISTERS**

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

## 22. DIVIDENDS AND RESERVE

- i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

- ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

- iii. Dividends only to be paid out of profits

The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time-to-time, think fit.

- iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

- vi. Dividends to be Apportioned

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

- vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

- viii. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.

- ix. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

x. Discharge to Company

Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

xi. Receipt of one holder sufficient

Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

xii. No interest on Dividends

No dividend shall bear interest against the Company.

xiii. Waiver of Dividends

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

### **23. Winding up**

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

### **24. Accounts**

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

The Board shall be entitled from time to time to determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

No member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to past periods shall be preserved in good order in compliance with applicable laws.

### **25. Unpaid or unclaimed dividend**

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the “unpaid dividend account”. No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. “investors education and protection fund”.

## **26. INDEMNITY AND INSURANCE**

Directors and officers right to indemnity

- (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in anyway in the discharge of his duties in such capacity except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such director, manager, company secretary and officer shall incur or sustain, by or through his own willful neglect or default.
- (b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the gross negligence, willful misconduct or bad faith acts or omissions of such director, managing director, manager, chief executive officer, chief financial officer, company secretary or officer.

## **27. INSURANCE**

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

## **28. CAPITALISATION**

- 1) The Company in General Meeting by Ordinary Resolution may, upon the recommendation of the Board, resolve:
  - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts, or to the credit of the Profit and Loss Account or otherwise available for distribution;

And

  - (b) that such sum be accordingly set free for distribution in the manner specified in clause no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards :-
- (a) paying up any amount for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
- (3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.
- (4) the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- (5) Any agreement made under such authority shall be effective and binding on such members.

## **29. SECRECY CLAUSE**

Every director, manager, auditor, secretary, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required, by the Director, before and any time after entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions, operations, business and affairs of the Company and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law.

## **30. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION**

No member or other person (not being a Director) shall, without the prior written permission of the Chairperson of the Company or Managing Director be entitled to visit or inspect any property or premises of the Company or to require discovery of or any information respecting any detail of the Company's trading, operation or business, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Chairperson/Managing Director, it would be inexpedient in the interest of the Company to disclose.

**SECTION X - OTHER INFORMATION**  
**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company and on our website at [www.opalforce.com](http://www.opalforce.com), from date of filing of Red Herring Prospectus with ROC on all Working Days until the Bid/Offer Closing Date.

**1. Material Contracts for the Offer**

- i. Offer Agreement dated October 20, 2023 entered into between our Company, Selling Shareholder and the Book Running Lead Manager.
- ii. Registrar Agreement dated October 20, 2023 entered into amongst our Company, Selling Shareholder and the Registrar to the Offer.
- iii. Banker to the Offer Agreement dated [●] among our Company, Selling Shareholder, Book Running Lead Manager, Banker to the Offer and the Registrar to the Offer.
- iv. Market Making Agreement dated [●] between our Company, Selling Shareholder, Book Running Lead Manager and Market Maker.
- v. Underwriting Agreement dated [●] between our Company, Selling Shareholder, Book Running Lead Manager and Underwriter.
- vi. Syndicate Agreement dated [●] among our Company, Selling Shareholder, the BRLM and Syndicate Member
- vii. Share Escrow Agreement dated [●] between our Company, Selling Shareholder, the BRLM and Share Escrow Agent.
- viii. Tripartite Agreement dated August 22, 2023 between our Company, NSDL and the Registrar to the Offer.
- ix. Tripartite Agreement dated August 23, 2023 between our Company, CDSL and the Registrar to the Offer.

**2. Material Documents**

- (i) Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
- (ii) Certificate of incorporation dated September 24, 2009 issued under the Companies Act, 1956 by the Registrar of Companies, Maharashtra at Pune.
- (iii) Fresh Certificate of Incorporation dated September 6, 2023 under the Companies Act, 2013 issued by Registrar of Companies, Maharashtra at Pune, consequent upon conversion of our Company from a private limited company to a public limited company.
- (iv) The resolution passed by the Board of Directors at its meeting held on October 16, 2023 for approving the fresh issue and offer for sale and the resolution passed by the Shareholders of the Company in EGM held on October 19, 2023 for approving the Fresh Issue.
- (v) Resolution of the Board of Directors of the Company dated October 25, 2023, taking on record and approving this Draft Red Herring Prospectus.
- (vi) The examination reports dated October 20, 2023 issued by the Statutory Auditor, on our Company's Restated Financial Statements, included in this Draft Red Herring Prospectus.
- (vii) Copies of the Audited Financial Statements of our Company for the Fiscals 2023 and 2022 and 2021.
- (viii) Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated October 20, 2023.
- (ix) Consents of the Book Running Lead Manager to the Offer, Legal Advisor to the Offer, Registrar to the Offer, Market Maker, Syndicate Member, Underwriter, Banker to the Offer/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Share Escrow Agent, Directors, Promoters, Selling Shareholder, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
- (x) Consent Letter dated October 18, 2023 issued by the Selling Shareholder for Offer for Sale.



- (xi) Resolution passed by the Selling Shareholder in the meeting of its board of directors dated October 18, 2023 approving its participation in the Offer for Sale.
- (xii) Consent letter dated October 20, 2023 of the Statutory Auditor to include their names as experts in relation to their report dated October 20, 2023 on the Restated Financial Information and the Statement of Tax Benefits dated October 20, 2023 included in this Draft Red Herring Prospectus.
- (xiii) In principle listing approval dated [●] issued by National Stock Exchange of India Limited.
- (xiv) Due Diligence Certificate dated [●] issued by the BRLM.

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, 2013 and other relevant statutes.

## DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

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**Aditya Sitaram Joshi**  
(Chairman and Managing Director and  
Chief Executive Officer)

Sd/-

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**Shyam Behari Sharma**  
(Executive Director)

Sd/-

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**Sheela Sharma**  
(Non-Executive Director)

Sd/-

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**Sarika Sharma**  
(Independent Director)

Sd/-

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**Shabnam Khureshi**  
(Independent Director)

### SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/-

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**Binny Porwal**  
(Company Secretary & Compliance Officer)

Sd/-

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**Nitesh Narayan Shetty**  
(Chief Financial Officer)

**Place:** Pune

**Date:** October 25, 2023

## **DECLARATION**

We, Opalforce Inc, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made by or relating to the Company or any other person(s) in this Prospectus.

### **DECLARATION BY SELLING SHAREHOLDER**

#### **SIGNED FOR AND ON BEHALF OF OPALFORCE INC**

Name: Priyanka Joshi  
Designation: Director  
Date: October 25, 2023  
Place: Pune