

**PURPLEWAVE**[®]

PURPLE WAVE INFOCOM LIMITED

CIN: U72300DL2007PLC170537

| Registered Office | Contact Person | Email and Telephone | Website |
|--|--|--|--|
| Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. | Ms. Shivani Gupta Company Secretary and Compliance Officer | Email: investors@purplewave.in Telephone: +91 9289102671 | www.purplewave.in |

THE PROMOTERS OF OUR COMPANY ARE MANOJ KUMAR SINGH, SANDHYA SINGH AND ANANYA SINGH**DETAILS OF ISSUE TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS**

| TYPE | FRESH ISSUE | SIZE OF OFFER FOR SALE | TOTAL ISSUE SIZE | ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs |
|-------------|--|------------------------|--|---|
| Fresh Issue | Up to 24,96,000 Equity Shares aggregating up to [●] Lakhs. | N.A. | Up to 24,96,000 Equity Shares aggregating up to [●] Lakhs. | The Issue is being made in Terms of Regulation 229 (1) and 253 (1) & (2) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Retail Individual Bidder, see "Issue Structure" beginning on page 274 of this Draft Red Herring Prospectus. |

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of Book Building Process as stated in "Basis for Issue Price" beginning on page 93 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the issue unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the issue. For taking an investment decision, Bidders must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 30 of this Draft Red Herring Prospectus.

ISSUER'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 Issue, which is material in the context of the Issue, 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.

LISTING

The Equity Shares Issued through the Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE ("BSE SME"). Our Company has received "In-Principle" approval from the BSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

| Name and Logo | Contact Person | Email & Telephone |
|--|----------------|---|
|  CAPITAL ADVISORS PVT. LTD. Smart Horizon Capital Advisors Private Limited (Formerly Known as Shreni Capital Advisors Private Limited) | Mr. Parth Shah | E-mail: director@shcapl.com Telephone: 022-28706822 |

REGISTRAR TO THE ISSUE

| Name and Logo | Contact Person | Email & Telephone |
|--|-------------------|---|
|  Maashitla Creating Successful People | Mr. Mukul Agrawal | E-mail: investor.ipo@maashitla.com Telephone: 011-47581432 |

BID/ISSUE PROGRAMME

| ANCHOR INVESTOR BID/ ISSUE PERIOD: [●] * | BID/ISSUE OPENS ON: [●] * | BID/ ISSUE CLOSES ON: [●] ** |
|--|---------------------------|------------------------------|
|--|---------------------------|------------------------------|

*Our Company in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

**Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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PURPLEWAVE®

PURPLE WAVE INFOCOM LIMITED

Our Company was originally incorporated under the name "Purple Wave Infocom Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated November 19, 2007, issued by the Asst. Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the status of the Company was changed to public limited and the name of our Company was changed to "Purple Wave Infocom Limited" vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 26, 2024. The fresh certificate of incorporation consequent to conversion was issued on August 08, 2024, by Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U72300DL2007PLC170537.

Registered Office: Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078;
Tel No: +91 9289102671; **E-mail:** investors@purplewave.in; **Website:** www.purplewave.in; **Contact Person:** Ms. Shivani Gupta, Company Secretary and Compliance Officer;

THE PROMOTERS OF OUR COMPANY ARE MANOJ KUMAR SINGH, SANDHYA SINGH AND ANANYA SINGH

INITIAL PUBLIC OFFER OF UPTO 24,96,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF PURPLE WAVE INFOCOM LIMITED ("OUR COMPANY" OR "PURPLE WAVE" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- 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 ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E., NET ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER, AND WILL BE ADVERTISED IN ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, [●], ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER, [●], AND ALL EDITIONS OF THE DAILY REGIONAL NEWSPAPER, [●], (WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TOSME PLATFORM OF BSE ("BSE SME"). FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Banks, as applicable.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulations 2018, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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, the SEBI ICDR Regulations 2018, states that not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) Regulations, 2018. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising 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 Issue through the ASBA process. For details, please refer to the chapter titled "Issue Procedure" on page 279 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Issue Price" beginning on page 93 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Bidders must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 30 of this Draft Red Herring Prospectus.

ISSUER'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 Issue, which is material in the context of the Issue, 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.

LISTING

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE

SMART HORIZON
CAPITAL ADVISORS PVT. LTD.

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

REGISTRAR TO THE ISSUE



MAASHITLA SECURITIES PRIVATE LIMITED
451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura,
Delhi-110034, India
Tel: 011-47581432
E-mail: investor.ipo@maashitla.com
Investors Grievance e-mail: investor.ipo@maashitla.com
Website: www.maashitla.com
Contact Person: Mr. Mukul Agrawal
SEBI Registration No.: INR000004370

ISSUE PROGRAMME

ANCHOR INVESTOR BID/ISSUE PERIOD: [●] * **BID/ISSUE OPENS ON:** [●] * **BID/ISSUE CLOSES ON:** [●] **

*Our Company may in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

**Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBS one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 98, 188, 236, 152 and 306 respectively, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

| Term | Description |
|--|---|
| “Purple Wave Infocom”, “Purple Wave”, “PWIL”, “the Company”, “our Company” and “Purple Wave Infocom Limited” | Purple Wave Infocom Limited, a company incorporated in India under the Companies Act, 1956 having its Registered office at Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. |
| “we”, “us” and “our” | Unless the context otherwise indicates or implies, refers to our Company. |
| “you”, “your” or “yours” | Prospective investors in this Issue. |

COMPANY RELATED TERMS

| Term | Description |
|--|--|
| AOA / Articles / Articles of Association | The Articles of Association of Purple Wave Infocom Limited as amended from time to time. |
| Audit Committee | The Audit Committee of our Company, Re-constituted on January 24, 2025 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 166. |
| Auditors/ Statutory Auditors | The Statutory Auditors of our Company, currently being M/s. Andros & Co., having their office at 901, 9 th Floor, Tower 1, Pearls Omaxe, Plot B-1 Netaji Subhash Place (NSP), Pitampura, New Delhi, 110034. |
| Bankers to the Company | Canara Bank. |
| Board of Directors / the Board / our Board | The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 166. |
| Chairman/ Chairperson | The Chairman/ Chairperson of Board of Directors of our Company being Manoj Kumar Singh. |
| CIN | Corporate Identification Number of our Company i.e., U72300DL2007PLC170537. |
| Chief Financial Officer/CFO | The Chief Financial Officer of our Company being Afaqu Ahmad. |
| Companies Act / Act | The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force. |
| “Committee(s)” | Duly constituted committee(s) of our Board of Directors, as described in “ <i>Our Management – Committees of the Board</i> ” on page 166. |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance Officer of our Company being Shivani Gupta. |
| Corporate Social Responsibility Committee | The Corporate Social Responsibility Committee of our Company, Re-constituted on January 24, 2025 in accordance with Section 135 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 166. |
| DIN | Directors Identification Number. |

| Term | Description |
|--|---|
| Director(s) / our Directors | The Director(s) of our Company, unless otherwise specified. |
| Equity Shares | Equity Shares of our Company of Face Value of ₹10/- each fully paid-up. |
| Equity Shareholders | Persons/ Entities holding Equity Shares of our company. |
| Executive Directors | The Executive Director of our Company being Ananya Singh. |
| Group Company | In terms of SEBI ICDR Regulations, the term “ <i>Group Company</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Companies</i> ” beginning on page 185. |
| Independent Director(s) | Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 166. |
| ISIN | International Securities Identification Number. In this case being INE0VDK01019. |
| Key Management Personnel / KMP | Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 166. |
| Key Performance Indicators” or “KPIs” | Key financial and operational performance indicators of our Company, as included in “ <i>Basis for Issue Price</i> ” beginning on page 93. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on April 07, 2025 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. |
| MD or Managing Director | The Managing Director of our Company being Manoj Kumar Singh. |
| MOA / Memorandum / Memorandum of Association | The Memorandum of Association of our Company, as amended from time to time. |
| Nomination and Remuneration Committee | The Nomination and Remuneration Committee of our Company, Re-constituted on January 24, 2025 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 166. |
| Non-Executive Director | The non-executive director(s) of our Company, including our Independent Directors, namely Sandeep Kumar Likhmania, Sri Kant and Satendra Kumar Goyal. For details of our Non- Executive Directors, see “ <i>Our Management</i> ” on page 166. |
| Peer Review Auditors | Auditor having a valid Peer Review certificate in our case being M/s. M B Jajodia & Associates, Chartered Accountants. |
| Person or Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Promoter(s) | Shall mean promoters of our Company i.e., Manoj Kumar Singh, Sandhya Singh and Ananya Singh. For further details, please refer to section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 181. |
| Promoter Group | Includes such Persons and entities constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 181 |
| Registered Office | The Registered Office of our Company situated at Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. |
| Restated Financial Information | Restated Financial Statements for the period ended December 31, 2024 and Financial Years ended on 2024, 2023, and 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “ <i>Reports in Company Prospectuses (Revised 2019)</i> ” issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto |

| Term | Description |
|---------------------------------------|---|
| RoC/ Registrar of Companies | Registrar of Companies, Delhi, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019. |
| SEBI | SEBI Securities and Exchange Board of India constituted under the SEBI Act, 1992. |
| Shareholders | Shareholders of our Company. |
| Stock Exchange | Unless the context requires otherwise, refers to BSE SME. |
| Subscriber to MOA / Initial Promoters | Initial Subscriber to MOA & AOA being Manoj Kumar Singh and Sandhya Singh. |
| Stakeholders Relationship Committee | The Stakeholders' Relationship Committee of our Company, Re-constituted on January 24, 2025 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in "Our Management" beginning on page 166. |
| Senior Management | Senior Management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled "Our Management" beginning on page 166. |

KEY PERFORMANCE INDICATORS

| KPI | Explanations |
|----------------------------|--|
| Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| PAT | Profit after tax provides information regarding the overall profitability of the business. |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| RoE(%) | RoE provides how efficiently our Company generates profits from shareholders' funds. |
| Debt Equity Ratio (times) | Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers |
| Current Ratio (times) | The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year |
| Return on Capital Employed | Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business |
| Net capital Turnover ratio | The net capital turnover ratio, also known as the working capital turnover ratio, measures how efficiently a company uses its working capital to generate sales, calculated by dividing net sales by average working capital |

ISSUE RELATED TERMS

| Term | Description |
|----------------------------------|--|
| Abridged Prospectus | Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form. |
| Allotment/Allot/Allotted | Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges. |
| Allotment Date | Date on which allotment is made. |
| Allottee (s) | The successful bidder to whom the Equity Shares are being / have been allotted. |
| Anchor Investor | A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus and who has Bid for an amount of at least ₹ 200.00 Lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in |

| Term | Description |
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| | consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period. |
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus. |
| Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date | The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed. |
| Anchor Investor Issue Price | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager. |
| Anchor Investor Pay-in Date | With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date. |
| Anchor Investor Portion | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. |
| Application Supported by Blocked Amount / ASBA | An application, whether physical or electronic, used by ASBA Applicant to make a Bid authorizing an SCSB to block the Bid Amount in the specified Bank Account maintained with such SCSB and will include applications made by UPI Bidders using the UPI Mechanism, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using UPI Mechanism. |
| ASBA Account | A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidders linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidders Bidding through the UPI Mechanism. |
| ASBA Bid | A Bid made by an ASBA Bidder. |
| ASBA Bidder | Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form including through UPI mode (as applicable). |
| ASBA Form | A bid cum application form, whether physical or electronic, used by ASBA bidder, which will be considered as the bid for Allotment in terms of the Draft Red Herring Prospectus. |
| Bankers to the Issue | Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]. |
| Banker to the Issue Agreement | Agreement dated [●] entered into between our Company, the Book Running Lead Manager, the Registrar to the Issue and the Banker(s) to the Issue for, <i>inter alia</i> , collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted, described in “ <i>Issue Procedure</i> ” on page 279. |
| Bid(s) | An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly. |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter. |

| Term | Description |
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| Bid / Issue Closing Date | <p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation.</p> <p>Our Company, in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock 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 Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p> |
| Bid/Issue Opening Date | <p>Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation.</p> <p>In case of any revision, the revised Bid/ Issue Opening Date will also be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s).</p> |
| Bid/ Issue Period | <p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days.</p> |
| Bidder/ Investor | Any prospective investor who makes a bid for Equity Shares in terms of this Draft Red Herring Prospectus. |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs. |
| Bid Amount | The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus. |
| Bid cum Application Form | The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus. |
| Book Building Process | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made. |
| BRLM / Book Running Lead Manager | The Book Running Lead Manager to the Issue, namely, Smart Horizon Capital Advisors Private Limited (<i>Formerly Known as Shreni Capital Advisors Private Limited</i>). |

| Term | Description |
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| Broker Centers | Broker Centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange. Error! Hyperlink reference not valid. |
| Business Day | Monday to Friday (except public holidays). |
| CAN / Confirmation of Allocation Note | A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Issue Period. |
| Cap Price | The higher end of the Price Band, i.e., ₹ [●] per Equity Share, subject to any revisions thereto, above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be less than or equal to 120% of the Floor Price. |
| Client Id | Client Identification Number maintained with one of the Depositories in relation to Demat account. |
| Collecting Depository Participants or CDPs | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time. |
| Circular on Streamlining of Public Issues/ UPI Circular | The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard. |
| Controlling Branches of the SCSBs | Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange. |
| Cut-off Price | The Issue Price finalised by our Company in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Individual Bidders Bidding in the Individual Investor Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details. |
| Depository / Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL. |
| Designated Date | On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Draft Red Herring Prospectus. |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time. |
| Designated CDP Locations | Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e., www.bseindia.com . |

| Term | Description |
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| Designated Intermediaries / Collecting Agent | <p>Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to IBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the issue.</p> <p>In relation to ASBA Forms submitted by IBs Bidding in the individual portion authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs and NIBs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p> |
| Designated Market Maker | [●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations. |
| Designated RTA Locations | Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e., www.bseindia.com . |
| Designated Stock Exchange | BSE Limited (SME Exchange) (“BSE SME”). |
| Draft Red Herring Prospectus | This Draft Red Herring Prospectus dated May 21, 2025 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the issue, including any addenda or corrigenda thereto. |
| Eligible FPI(s) | FPI(s) that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to purchase the Equity Shares. |
| Eligible NRI | A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares. |
| Equity Shares | Equity Shares of our Company of face value ₹ 10.00 each. |
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants. |
| Escrow Account | Accounts opened with the Banker to the Issue. |
| Escrow Collection Bank(s) | Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]. |
| 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 shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names. |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |

| Term | Description |
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| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018. |
| Fresh Issue | The Fresh Issue of up to 24,96,000 Equity Shares for cash at an issue price of ₹ [●] each (including premium of per ₹ [●] each) aggregating ₹ [●] Lakhs comprising the Net Issue and the Market Maker Reservation Portion. |
| General Information Document (GID) | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager. |
| Individual Investor Portion | The portion of the Net Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares, who applies for minimum application size. |
| Individual Bidder(s) or Individual Investor(s) or II(s) or IB(s) | Investors applying for Minimum application size which shall be two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (including HUFs applying through their Karta) and Eligible NRIs. |
| Investor | Any prospective investor who makes a Bid for Equity Shares in terms of this Draft Red Herring Prospectus. |
| IPO/ Issue/ Issue Size/ Public Issue | Initial Public Offering. |
| Issue Agreement | The agreement dated February 11, 2025, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue Price | The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per equity share. |
| Issue Proceeds | The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 86. |
| Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE. |
| Market Making Agreement | The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker. |
| Market Maker Reservation Portion | The reserved portion of Up to [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue. |
| Mobile App(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43 or such other website as may be updated from time to time, which may be used by IIs to submit Bids using the UPI Mechanism. The mobile applications which may be used by UPI applicants to submit Applications using the UPI Mechanism as provided under ‘Annexure A’ for the SEBI number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. |
| Mutual Funds | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of Up to [●] equity Shares of ₹ 10.00 each at a price of ₹ [●] per Equity Share (the “ Issue Price ”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs. |
| Net Proceeds | The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue. |
| Net QIB Portion | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors. |
| Non-Institutional Investors/ Applicant/Bidder | All Bidders including FPIs that are not QIBs or IBs and who have Bid for Equity Shares, for more than two lots (but not including NRIs other than Eligible NRIs). |

| Term | Description |
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| Non-Institutional Portion | Being not less than 15% of the Net Issue comprising of [●] Equity Shares which shall be available for allocation to Non-Institutional Investors of which one-third of the Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. |
| NRI's / Non-Resident Indians | A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI. |
| Overseas Corporate Body/ OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Pay-in-Period | The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Person/Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Price Band | Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Manager, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid/Issue Opening Date and shall be available to the Stock Exchange for the purpose of uploading on their respective websites. |
| Prospectus | The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto. |
| Public Announcement | The Draft Red Herring Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website, BSE SME's website and Book Running Lead Manager's website. Our Company will, within two working days of filing the Draft Red Herring Prospectus with BSE SME Exchange, make a public announcement in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager(s) in respect of the disclosures made in this Draft Red Herring Prospectus. |
| Public Issue Account | Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date. |
| Qualified Foreign Investors / QFIs | Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI. |

| Term | Description |
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| Qualified Institutional Buyers/ QIBs | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. |
| QIB Portion | The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue consisting of [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue 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 Issued and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Issue Opening Date. |
| Refund Account (s) | Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur. |
| Registrar/ Registrar to the Issue/RTA/ RTI | Registrar to the Issue being Maashitla Securities Private Limited. |
| Registrar Agreement | The agreement dated January 06, 2025 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Reservations Regulations | SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time. |
| Registered Broker | Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI. |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018. |
| Revision Form | The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). |
| Registrar and Share Transfer Agents or RTAs | Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at www.bseindia.com . |
| SEBI (ICDR) Regulations /ICDR Regulation/ Regulation | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Listing Regulations, 2015 /SEBI Listing Regulations /Listing Regulations/ SEBI (LODR) Regulations | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SCORES | SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI. |
| Self-Certified Syndicate Bank(s) / SCSB(s) | The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34 , or at such other websites as may be prescribed by SEBI from time to time. In relation to Bids submitted to a member of the Syndicate, the list of branches of the |

| Term | Description |
|--|--|
| | SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. |
| SME Exchange | BSE SME (SME Platform of the BSE). |
| Specified Locations | The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of IBs only ASBA Forms with UPI. |
| Sponsor Bank | Shall mean a Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the individual investors into the UPI. |
| Systemically Important Non-Banking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| Syndicate Agreement | Syndicate agreement to be entered into between our Company, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate. |
| Syndicate Member(s) | Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue, namely [●]. |
| Transaction Registration Slip/ TRS | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application. |
| Underwriters | The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. |
| Underwriting Agreement | The Agreement dated [●] entered between the Underwriters, BRLM and our Company. |
| Unified Payments Interface (UPI) | UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two person's bank accounts using a payment address which uniquely identifies a person's bank Account. |
| UPI Bidders | Collectively, individual investors applying as (i) Investors who applies for minimum application size in the Individual Investor Portion, and (ii) Non-Institutional Investors with an application size of up to ₹ 5.00 lakhs on in the Non-Institutional Portion, and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs million using UPI Mechanism, shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent |

| Term | Description |
|---------------------|---|
| | (whose name is mentioned on the website of the stock exchange as eligible for such activity). |
| UPI Circulars | The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), the SEBI Master Circular for Issue of Capital and Disclosure Requirements, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time. |
| UPI ID | ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI). |
| UPI Mandate Request | A request (intimating the UPI applicant by way of a notification on the UPI application and by way of a SMS directing the UPI applicant to such UPI application) to the UPI applicant initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. 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, Individual Investors, 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. |
| UPI mechanism | Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars. |
| Working Day | In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business: 1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Red Herring Prospectus are open for business. 2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI. |

INDUSTRY RELATED TERMS

| Term | Description |
|------|--|
| 5G | Fifth Generation (mobile network technology) |
| AAY | Antyodaya Anna Yojana |
| ACC | Advanced Chemistry Cell |
| AI | Artificial Intelligence |
| API | Application Programming Interface |
| B2B | Business to Business |
| B2C | Business to Consumer |
| BGs | Bank Guarantees |
| BPM | Business Process Management |
| BPO | Business Process Outsourcing |

| Term | Description |
|-----------------|---|
| CAD | Current Account Deficit |
| CAGR | Compound Annual Growth Rate |
| CCTV | Closed Circuit Television |
| CEPA | Comprehensive Economic Partnership Agreement |
| CRM | Customer Relationship Management |
| DFIA | Duty-Free Import Authorization |
| DII | Domestic Institutional Investors |
| DPIIT | Department for Promotion of Industry and Internal Trade |
| ECTA | Economic Cooperation and Trade Agreement |
| EMC 2.0 | Modified Electronic Manufacturing Clusters |
| EPCG | Export Promotion Capital Goods Scheme |
| ER&D | Engineering Research and Development |
| ERP | Enterprise Resource Planning |
| E-waste | Electronic Waste |
| FDI | Foreign Direct Investment |
| FOB | Free On Board |
| FPGA | Field-Programmable Gate Array |
| FPI | Foreign Portfolio Investors |
| FY | Financial Year |
| GDP | Gross Domestic Product |
| GST | Goods and Services Tax |
| HFI | High-Frequency Indicators |
| IBPS | India BPO Promotion Scheme |
| ICAR | Indian Council of Agricultural Research |
| IES | Interest Equalization Scheme |
| IIP | Index of Industrial Production |
| IMF | International Monetary Fund |
| IoT | Internet of Things |
| IT | Information Technology |
| ITes | Information Technology enabled Services |
| MeitY | Ministry of Electronics and Information Technology |
| MoU | Memorandum of Understanding |
| MSME | Micro, Small, and Medium Enterprises |
| NABARD | National Bank for Agriculture and Rural Development |
| NEBPC | Northeast BPO Promotion Scheme |
| OEM | Original Equipment Manufacturer |
| OPEC | Organization of the Petroleum Exporting Countries |
| PaaS | Platform as a Service |
| PCB | Printed Circuit Board |
| PCBA | Printed Circuit Board Assembly |
| PE-VC | Private Equity-Venture Capital |
| PHH | Primary Household |
| Pro AV Products | Professional Audio Video Products |
| PLI | Production-Linked Incentive |
| PM GatiShakti | Prime Minister GatiShakti Master Plan |
| PM-DevINE | Prime Minister's Development Initiative for North-East Region |
| PMGKAY | Pradhan Mantri Garib Kalyan Anna Yojana |
| PM-VISHWAKARMA | Prime Minister Vishwakarma Scheme |
| PRS | Public Relations and Services |
| R&D | Research and Development |
| RBI | Reserve Bank of India |
| RFID | Radio Frequency Identification |
| RoDTEP | Remission of Duties and Taxes on Exported Products |
| RPA | Robotic Process Automation |
| Rs. | Indian Rupees |
| SaaS | Software as a Service |
| SEBI | Securities and Exchange Board of India |
| SEED | Scheme for Economic Empowerment of Denotified Tribes |

| Term | Description |
|-------------|---|
| SEZ | Special Economic Zone |
| SPECS | Scheme for Promotion of Electronics Components and Semiconductors |
| STPI | Software Technology Parks of India |
| TTDF | Telecom Technology Development Fund |
| US\$ | United States Dollar |
| USB | Universal Serial Bus |
| USOF | Universal Service Obligation Fund |
| VR | Virtual Reality |
| WEO | World Economic Outlook |

ABBREVIATIONS

| Term | Description |
|--|--|
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A/c | Account |
| ACS | Associate Company Secretary |
| AGM | Annual General Meeting |
| ASBA | Applications Supported by Blocked Amount |
| Amt | Amount |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY | Assessment Year |
| AOA | Articles of Association |
| Approx | Approximately |
| B. A | Bachelor of Arts |
| BBA | Bachelor of Business Administration |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |
| B. Sc | Bachelor of Science |
| B. Tech | Bachelor of Technology |
| Bn | Billion |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BRLM | Book Running Lead Manager |
| BSE | BSE Limited |
| BSE SENSEX | Sensex in an index; market indicator of the position of stock that is listed in the BSE |
| Banking Regulation Act | The Banking Regulation Act, 1949 |
| CDSL | Central Depository Services (India) Limited |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation of Allocation Note |
| Category I Alternate Investment Fund / Category I AIF | AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations |
| Category I Foreign Portfolio Investor(s) / Category I FPIs | FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations |
| Category II Alternate Investment Fund / Category II AIF | AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations |
| Category II Foreign Portfolio Investor(s) / Category II FPIs | FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations |
| Category III Alternate Investment Fund / Category III AIF | AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations |
| CA | Chartered Accountant |
| CB | Controlling Branch |
| CDSL | Central Depository Services (India) Limited |
| CC | Cash Credit |

| Term | Description |
|----------------------------|---|
| CEO | Chief Executive Officer |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| CS | Company Secretary |
| CSR | Corporate social responsibility. |
| CFA | Chartered Financial Analyst |
| CS & CO | Company Secretary & Compliance Officer |
| CFO | Chief Financial Officer |
| CENVAT | Central Value Added Tax |
| CIBIL | Credit Information Bureau (India) Limited |
| CST | Central Sales Tax |
| COVID – 19 | A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020 |
| CWA/ICWA/CMA | Cost and Works Accountant |
| CMD | Chairman and Managing Director |
| Companies Act | Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification |
| Depository or Depositories | NSDL and CDSL. |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| DP | Depository Participant |
| DP ID | Depository Participant's Identification Number |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortisation |
| ECS | Electronic Clearing System |
| ESIC | Employee's State Insurance Corporation |
| EPS | Earnings Per Share |
| EGM /EOGM | Extraordinary General Meeting |
| ESOP | Employee Stock Option Plan |
| EXIM/ EXIM Policy | Export – Import Policy |
| FCNR Account | Foreign Currency Non-Resident Account |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal/Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |
| FEMA Regulations | Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 |
| FCNR Account | Foreign Currency Non-Resident Account |
| FBT | Fringe Benefit Tax |
| FDI | Foreign Direct Investment |
| FIs | Financial Institutions |
| FIIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FPIs | Foreign Portfolio Investors as defined under the SEBI FPI Regulations. |
| FTA | Foreign Trade Agreement. |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FV | Face Value |
| GOI/Government | Government of India |
| GDP | Gross Domestic Product |
| GAAP | Generally Accepted Accounting Principles in India |
| GST | Goods and Service Tax |
| GVA | Gross Value Added |
| HNI | High Net Worth Individual |
| HUF | Hindu Undivided Family |

| Term | Description |
|-----------------------------------|--|
| ICAI | The Institute of Chartered Accountants of India |
| ICMAI (Previously known as ICWAI) | The Institute of Cost Accountants of India |
| IMF | International Monetary Fund |
| INR / ₹/ Rupees/Rs. | Indian Rupees, the legal currency of the Republic of India |
| IIP | Index of Industrial Production |
| IPO | Initial Public Offer |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| i.e | That is |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| IRDA | Insurance Regulatory and Development Authority |
| KMP | Key Managerial Personnel |
| Ltd. | Limited |
| MAT | Minimum Alternate Tax |
| MCA | Ministry of Corporate Affairs, Government of India |
| MoF | Ministry of Finance, Government of India |
| M-o-M | Month-On-Month |
| MOU | Memorandum of Understanding |
| M. A | Master of Arts |
| M. B. A | Master of Business Administration |
| M. Com | Master of Commerce |
| Mn | Million |
| M. E | Master of Engineering |
| MRP | Maximum Retail Price |
| M. Tech | Masters of Technology |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MAPIN | Market Participants and Investors Database |
| MSMEs | Micro, Small and medium Enterprises |
| MoA | Memorandum of Association |
| NA | Not Applicable |
| Net worth | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account |
| NEFT | National Electronic Funds Transfer |
| NECS | National Electronic Clearing System |
| NAV | Net Asset Value |
| NPV | Net Present Value |
| NRIs | Non-Resident Indians |
| NRE Account | Non-Resident External Account |
| NRO Account | Non-Resident Ordinary Account |
| NSE | National Stock Exchange of India Limited |
| NOC | No Objection Certificate |
| NSDL | National Securities Depository Limited |
| OCB | Overseas Corporate Bodies |
| P.A. | Per Annum |
| PF | Provident Fund |
| PG | Post Graduate |
| PAC | Persons Acting in Concert |
| P/E Ratio | Price/Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |

| Term | Description |
|--|---|
| PLI | Postal Life Insurance |
| POA | Power of Attorney |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| RBI | The Reserve Bank of India |
| ROE | Return on Equity |
| R&D | Research & Development |
| RONW | Return on Net Worth |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SCSB | Self-Certified Syndicate Banks |
| SEBI | Securities and Exchange Board of India |
| SEBI Act | The Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time |
| SEBI ICDR Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time |
| SEBI Insider Trading Regulations | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. |
| SEBI LODR Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time |
| SEBI (PFUTP) Regulations/PFUTP Regulations | SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003 |
| SEBI SAST Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended |
| SICA | Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| Sec. | Section |
| SPV | Special Purpose Vehicle |
| Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| TAN | Tax Deduction Account Number |
| TDS | Tax Deducted at Source |
| TRS | Transaction Registration Slip |
| TIN | Taxpayers Identification Number |
| US/United States | United States of America |
| UPI | Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by individual investors through SCSBs |
| UPI PIN | Password to authenticate UPI transaction. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended. |
| USD/ US\$/ \$ | United States Dollar, the official currency of the United States of America |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds as defined under the SEBI AIF Regulations |
| VAT | Value Added Tax |
| w.e.f. | With effect from |
| WIP | Work in process |
| Wilful Defaulter or Fraudulent Borrower | Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations. |

| Term | Description |
|-------------|--------------------|
| YoY | Year over Year |

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

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

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

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

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

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

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus. In this Draft Red Herring Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

FINANCIAL DATA

Unless stated otherwise, the financial statements in this Draft Red Herring Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements comprises of the restated statement of assets and liabilities, the restated statement of profit and loss and the restated statement of cash flows for the period ended December 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023, March 31, 2022 and the summary of significant accounting policies and explanatory notes, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 188.

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

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

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, the Companies Act, 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.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 30, 123 and 222 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 188.

CURRENCY AND UNITS OF PRESENTATION

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

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

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

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

EXCHANGE RATES

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

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

| Currency | Exchange Rate as on December 31, 2024 | Exchange Rate as on March 31, 2024 | Exchange Rate as on March 31, 2023 | Exchange Rate as on March 31, 2022 |
|----------|---------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| 1 USD | 85.62 | 83.37 | 82.22 | 75.80 |
| 1 Euro | 89.08 | 90.22 | 89.61 | 84.66 |

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

Source: www.fbil.org.in

DEFINITIONS

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 306, defined terms have the meaning given to such terms in the Articles of Association.

INDUSTRY AND MARKET DATA

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

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

FORWARD LOOKING STATEMENTS

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

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

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

- We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations;
- Our Company has not entered into any long-term contracts with our customers and we typically operate on the basis of orders received on hand. Inability to maintain regular order flow would adversely impact our revenues and profitability;
- Our business and profitability heavily rely on the consistent and timely availability of finished products. Any disruption in supply or price volatility of these products can negatively impact our operations and financial health. Additionally, our dependence on third-party suppliers, without firm supply commitments or exclusive arrangements, poses a risk. The loss of any suppliers could adversely affect our business, operational outcomes, and financial condition;
- Our future growth is dependent upon our ability to identify and maintain new products, technologies and customers that achieve market acceptance with acceptable margins;
- Our business is dependent on suppliers/manufacturers effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new AV (Audio-Video) products at regular intervals;
- Most projects we operate have been awarded primarily through a competitive bidding process and our financial performance is largely dependent on our successful bidding for new projects. We may not always be able to qualify for, compete and win projects. If we are not able to successfully bid for new projects, it may adversely affect our business operations and financial conditions;
- Our reliance on overseas procurement exposes us to risks such as geographical concentration and foreign currency exchange fluctuations, which could adversely impact our business, results of operations, and financial condition;
- We could be subject to product liability claims, refunds and recalls or return of products, warranty claims which may have a material adverse impact, in which case our business and revenues, and ultimately our reputation, could be negatively affected;

- Our business and results of operations are dependent on the contracts/ purchase orders that we enter into. Any breach of the conditions under these contracts/ purchase orders may adversely affect our business and results of operations;
- Any disruption or shutdown of our warehouse facilities, could adversely affect our business, results of operations and financial condition;
- The Company's customers operate in various industry segments/verticals and fluctuations in the performance of the industries in which the customers operate may result in a loss of customers, a decrease in the volume of work undertake or the price at which the company offer its products;
- We may seek to expand our product portfolio and target emerging product areas. If such products do not witness demand that we expect them to, our business and results of operations may be adversely affected.

For further discussions of factors that could cause our actual results to differ, please refer the section titled "*Risk Factors*" and chapter titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 30, 123, and 222, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

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

SECTION II – SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of the Articles of Association” on pages 30, 58, 75, 86, 101, 123, 181, 188, 222, 236, 279 and 306 respectively.

SUMMARY OF OUR BUSINESS

Established in 2007, our company is engaged in the business of digital PRO AV (professional audio-video) integration, post-sales support and distribution. Audio video (AV) integration involves the combination of audio, video, and control systems into a unified solution. We provide end-to-end customised digital PRO AV and automation solutions which includes designs, integration, management & on site support including cloud-based communication and automation solution for organizations across the country and in overseas market. Our technological solutions re-define communication, connectivity and creative synergy. We excel in designing and implementing customized AV solutions for corporate boardroom, organised retail digital branding, indoor & outdoor advertising, smart classroom, government projects, place of worship, home theatre, experience centre and other industries. We also offer value added services such as content management service – in Software as a service (SaaS) model, a cloud-based tool that helps users create, store, edit and publish digital content on their screens. We are offering live streaming and content management services through “Streampurple”.

For more details, please refer chapter titled “Our Business” beginning on page 123.

SUMMARY OF OUR INDUSTRY

The Indian Electronics System Design & Manufacturing (ESDM) sector is one of the fastest growing sectors in the economy and is witnessing a strong expansion in the country. The ESDM market in India is well known internationally for its potential for consumption and has experienced constant growth. The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to Information Technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defense, solar photovoltaic, nano electronics and medical electronics. The industry also includes design-related activities such as product designing, chip designing, Very Large-Scale Integration (VLSI), board designing and embedded systems.

For more details, please refer chapter titled “Industry Overview” beginning on page 101.

OUR PROMOTERS

The promoters of our company are Manoj Kumar Singh, Sandhya Singh and Ananya Singh.

For further details, see “Our Promoters and Promoter Group” beginning on page 181.

BOARD OF DIRECTORS

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

| Name | Designation |
|--------------------------|------------------------------------|
| Manoj Kumar Singh | Chairman and Managing Director |
| Sandhya Singh | Whole-Time Director |
| Ananya Singh | Executive Director |
| Sandeep Kumar Likhamania | Non-Executive Independent Director |
| Sri Kant | Non-Executive Independent Director |
| Satendra Kumar Goyal | Non-Executive Independent Director |

For detailed profile of our Board of Directors, please see chapter titled “Our Management” beginning on page 166.

KEY MANAGERIAL PERSONNEL (KMP)

| Name | Designation |
|-------------------------|--|
| Manoj Kumar Singh | Chairman and Managing Director |
| Sandhya Singh | Whole Time Director |
| Aafaqu Ahamd | Chief Financial Officer |
| Shivani Gupta | Company Secretary and Compliance Officer |
| Shaurya Jitendra Somani | Chief Executive Officer |

For detailed profile of our Board of Directors, please see chapter titled “Our Management” beginning on page 166.

SIZE OF ISSUE

The following table summarizes the details of the Issue. For further details, see “The Issue” and “Issue Structure” beginning on pages 58 and 274, respectively.

| | |
|---|--|
| Present Issue of Equity Shares by our Company* | Up to 24,96,000 Equity shares of face value of ₹10/- each for cash at a price of ₹ [●] per Equity shares (including a premium of [●] per Equity Share) aggregating to ₹ [●] Lakhs. |
| Of which: | |
| Issue Reserved for the Market Maker | Up to [●] Equity shares of face value of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs. |
| Net Issue | Up to [●] Equity shares of face value of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs. |

*The Issue has been authorized by our Board pursuant to resolution passed at its meeting held on January 02, 2025 and by our Shareholders pursuant to a special resolution passed at their meeting held on January 23, 2025.

The Issue and Net Issue shall constitute [●] % and [●] % of the post-Issue paid-up Equity Share capital of our Company.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“Objects of the Issue”):

(₹ in Lakhs)

| Sr. No. | Particulars | Amount |
|---------|--|----------|
| 1. | Funding capital expenditure requirements of our company towards purchasing an office space cum product display area. | 1,291.02 |
| 2. | Repayment/ prepayment of certain borrowings availed by our Company and | 1,000.00 |
| 3. | General corporate purposes*# | [●] |
| | Total* | [●] |

#The amount utilized for general corporate purpose shall not exceed fifteen percent of the gross proceeds of the Issue or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation.

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

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 86.

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

The aggregate pre-Issue shareholding of Promoters and Promoter Group as on the date of this Draft Red Herring Prospectus is set out below.

| Category | Pre-Issue | |
|-----------------------|---------------|------------------------|
| | No. of Shares | % of Pre-Issue Capital |
| Promoters | | |
| Manoj Kumar Singh | 63,61,938 | 94.25% |
| Sandhya Singh | 3,88,008 | 5.75% |
| Ananya Singh | 09 | Negligible |
| Promoter Group | | |
| NA | - | - |

| Category | Pre-Issue | |
|--------------|------------------|------------------------|
| | No. of Shares | % of Pre-Issue Capital |
| Total | 67,49,955 | 100% |

SHAREHOLDING PATTERN OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY

| S. No. | Pre-Issue shareholding as at the date of Advertisement | | | Post-Issue shareholding as at Allotment ⁽¹⁾ | | | |
|---|--|-------------------------|----------------------|--|----------------------|--|----------------------|
| | Shareholders | Number of Equity Shares | Share holding (in %) | At the lower end of the price band (₹ [●]) | | At the upper end of the price band (₹ [●]) | |
| | | | | Number of Equity Shares | Share holding (in %) | Number of Equity Shares | Share holding (in %) |
| Promoters | | | | | | | |
| 1. | Manoj Kumar Singh | [●] | [●] | [●] | [●] | [●] | [●] |
| 2. | Sandhya Singh | [●] | [●] | [●] | [●] | [●] | [●] |
| 3. | Ananya Singh | [●] | [●] | [●] | [●] | [●] | [●] |
| Promoter Group - NA | | | | | | | |
| Top 10 Shareholders ⁽²⁾ | | | | | | | |
| 4. | Hani Singh | [●] | [●] | [●] | [●] | [●] | [●] |
| 5. | Nikeeta Swami | [●] | [●] | [●] | [●] | [●] | [●] |
| 6. | Sanjeev Kumar | [●] | [●] | [●] | [●] | [●] | [●] |
| 7. | Ish Pratap Singh Jadon | [●] | [●] | [●] | [●] | [●] | [●] |
| 8. | Shakti Jadon | [●] | [●] | [●] | [●] | [●] | [●] |
| | Total | [●] | [●] | [●] | [●] | [●] | [●] |

Notes:

- 1) Based on the Issue Price of ₹ [●] and subject to finalization of the basis of allotment.
- 2) As on the date of this Draft Red Herring Prospectus, we have total 8 (eight) shareholders, out of which 5 are Public Shareholders.

SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details are as follows:

(₹ in lakhs other than share data)

| Particulars | For the period ended December 31, 2024 | For the year ended March 31 | | |
|--|--|-----------------------------|----------|----------|
| | | 2024 | 2023 | 2022 |
| Share Capital | 675.00 | 150.00 | 150.00 | 150.00 |
| Net worth# | 1,475.29 | 818.46 | 274.63 | 208.73 |
| Total Revenue\$ | 8,943.04 | 9,003.60 | 7,043.60 | 5,643.44 |
| Profit after Tax | 656.83 | 543.83 | 65.91 | 29.29 |
| Earnings per share (Basic & diluted) (₹) (Post Bonus)@ | 9.73 | 8.06 | 0.98 | 0.43 |
| Net Asset Value per Equity Share (₹) (Post Bonus)* | 21.86 | 12.13 | 4.07 | 3.09 |
| Total borrowings^ | 1,466.48 | 1,103.03 | 689.72 | 800.66 |

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

\$Total Revenue = Restated Revenue from operations plus Restated Other Income

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

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

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

QUALIFICATIONS OF AUDITORS

There are no qualifications included by the Statutory Auditor in their audit reports and hence no effect is required to be given in the Restated Financial Information.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, our Directors, our Promoters and our Group Companies as on the date of this Draft Red Herring Prospectus is provided below:

| Name of Entity | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations | Aggregate amount involved (Rs in Lakhs) |
|------------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|---|
| Company | | | | | | |
| By the Company | NA | NA | NA | NA | NA | NA |
| Against the Company | NA | 1 | NA | NA | NA | 0.28 |
| Directors, KMPs, SMPs | | | | | | |
| By Our KMPs | NA | NA | NA | NA | NA | NA |
| Against Our KMPs | NA | NA | NA | NA | NA | NA |
| By Our SMPs | NA | NA | NA | NA | NA | NA |
| Against Our SMPs | NA | NA | NA | NA | NA | NA |
| Against the Directors | NA | NA | NA | NA | NA | NA |
| By the Directors | NA | NA | NA | NA | NA | NA |
| Promoters | | | | | | |
| By Promoters | NA | NA | NA | NA | NA | NA |
| Against Promoters | NA | NA | NA | NA | NA | NA |
| Group Companies | | | | | | |
| By Group Companies | NA | NA | NA | NA | NA | NA |
| Against Group Companies | NA | 3 | NA | NA | NA | 0.75 |

Brief details of top 5 Criminal Case against our Company:

| Sr. No. | Particulars | Litigation filed by | Current status | Amount involved |
|---------|-------------|---------------------|----------------|-----------------|
| 1 | NIL | NIL | NIL | NIL |

For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 236.

RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 30.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements, no contingent liability exists for the period ended on December 31, 2024 and for financial years ended on March 31, 2024, 2023 and 2022.

SUMMARY OF RELATED PARTY TRANSACTIONS

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

| | |
|--|---------------------|
| (a) Directors: | |
| Ms. Ananya Singh | Executive Director |
| Mr. Manoj Kumar Singh | Managing Director |
| Ms. Sandhya Singh | Whole-time Director |
| (b) Key Managerial Personnel (KMP): | |
| Mr. Aafaqu Ahmad | CFO |
| Mr. Shaurya Jitendra Somani | CEO |
| Ms. Shivani Gupta | Company Secretary |
| (c) Companies over which Directors have significant influence or control: | |
| M/s. Durga Saptashati Foundation | |
| M/s. Purplewave India Private Limited | |

(d) Details of related party transactions during the year:

(₹ in lakhs)

| Name | Relation | Nature of Transaction | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---------------------------------------|------------------------|-------------------------------------|------------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Ms. Sandhya Singh | Director | Director's Remuneration | 26.65 | 40.00 | 150.00 | 36.00 |
| | | Advance Remuneration | 6.00 | 0.00 | 0.00 | 0.00 |
| | | Opening Balance - USL A/c | 0.00 | 0.00 | 0.00 | 25.00 |
| | | Loan Received | 0.00 | 85.00 | 0.00 | 50.00 |
| | | Loan Repaid / Adjusted | 0.00 | 85.00 | 0.00 | 75.00 |
| | | Closing Balance - USL A/c | 0.00 | 0.00 | 0.00 | 0.00 |
| Mr. Manojkumar Singh | Director | Director's Remuneration | 48.40 | 60.50 | 150.00 | 64.00 |
| | | Advance Remuneration | 6.00 | 0.00 | 0.00 | 0.00 |
| | | Opening Balance Loan A/c | 0.00 | 0.00 | 0.00 | 0.00 |
| | | Loan Received | 115.00 | 500.00 | 0.00 | 0.00 |
| | | Loan Repaid / Adjusted | 115.00 | 500.00 | 0.00 | 0.00 |
| | | Closing Balance - USL A/c | 0.00 | 0.00 | 0.00 | 0.00 |
| Ms. Ananya Singh | Director | Director's Remuneration | 2.50 | 0.00 | 0.00 | 0.00 |
| M/s. Durga Saptashati Foundation | Director's entity | Sales | 0.00 | 0.00 | 0.00 | 0.09 |
| | | Opening Balance - Loans & Advances | 2.80 | 2.80 | 2.80 | 0.00 |
| | | Loan Given | 0.00 | 0.00 | 0.00 | 2.80 |
| | | Loan Repaid / Adjusted | 0.00 | 0.00 | 0.00 | 0.00 |
| | | Closing Balance - Loans & Advances | 2.80 | 2.80 | 2.80 | 2.80 |
| M/s. Purplewave India Private Limited | Promoter Group Company | Opening Balance Debtors (Creditors) | 108.85 | -3.19 | -3.90 | -5.72 |
| | | Sales | 0.93 | 119.15 | 0.00 | 7.18 |
| | | Purchase | 30.71 | 25.00 | 67.00 | 0.00 |
| | | Closing Balance Debtors (Creditors) | 39.81 | 108.85 | -3.19 | -3.90 |
| Mr. Aafaqu Ahmad | CFO | Salary | 9.29 | 8.33 | 0.00 | 0.00 |

| Name | Relation | Nature of Transaction | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|-----------------------------|----------|-----------------------|---------------------------|------------------------|------------------------|------------------------|
| Ms. Shivani Gupta | CS | Salary | 2.14 | 0.00 | 0.00 | 0.00 |
| Mr. Shaurya Jitendra Somani | CEO | Salary | 27.00 | 9.00 | 0.00 | 0.00 |

* The property owned by Directors (Ms. Sandhya Singh and Mr. Manoj Kumar Singh) located at Enigma Indiabulls, Pent House No I-131, 13th Floor, Block-R, New Pallam Vihar-1, Sector 110, Pawal Khasrupur, Dwarka Express Way, Gurgaon, Haryana – 122017, given as collateral security for the Overdraft (OD) facility with Canara Bank.

* 1471000 Bonus shares were issued in the ratio of existing holdings of shareholders on 25/03/2022.

| Name | No. of Bonus shares allotted |
|----------------------|------------------------------|
| Mr. Manojkumar Singh | 13,86,443 |
| Ms. Sandhya Singh | 84,557 |

* 5250000 Bonus shares were issued in the ratio of 3.5:1 on 09/10/2024.

| Name | No. of Bonus shares allotted |
|----------------------|------------------------------|
| Mr. Manojkumar Singh | 49,48,174 |
| Ms. Sandhya Singh | 3,01,784 |
| Ms. Ananya Singh | 7 |

1. The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

2. List Company/entity owned or significantly influenced by directors, Key Management Personnels and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

For details, please refer to Section titled “Restated Financial Statements” beginning on page 188

FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

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

| Sr. No. | Name | Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus | Weighted Average cost of Acquisition (in ₹) * |
|------------------|-------------------|--|---|
| Promoters | | | |
| 1. | Manoj Kumar Singh | 49,48,174 | Nil |
| 2. | Sandhya Singh | 3,01,784 | Nil |
| 3. | Ananya Singh | 09 | 24.44 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated February 12, 2025.

AVERAGE COST OF ACQUISITION OF PROMOTERS

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

| Sr. No. | Name | No of Equity Shares held | Average cost of Acquisition (in ₹) * |
|------------------|-------------------|--------------------------|--------------------------------------|
| Promoters | | | |
| 1. | Manoj Kumar Singh | 63,61,938 | 0.19 |
| 2. | Sandhya Singh | 3,88,008 | 0.28 |
| 3. | Ananya Singh | 09 | 24.44 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated February 12, 2025.

WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN (I) LAST ONE (1) YEAR; (II) LAST EIGHTEEN (18) MONTHS; AND (III) LAST THREE (3) YEARS PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS.

| Sr. No. | Period | Weighted average cost of acquisition (in ₹) * | Issue Price is 'X' times the Weighted Average Cost of Acquisition |
|---------|---|---|---|
| 1. | Last one (1) year preceding the date of this Draft Red Herring Prospectus | Nil | Nil |
| 2. | Last eighteen (18) months preceding the date of this Draft Red Herring Prospectus | Nil | Nil |
| 3. | Last three (3) years preceding the date of this Draft Red Herring Prospectus | Nil | Nil |

*As certified by Statutory Auditor of our Company, through their certificate dated May 01, 2025.

DETAILS OF PRE-IPO PLACEMENT

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

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

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash within last one year from the date of this Draft Red Herring Prospectus:

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment | Benefits accrued to company | Allottees | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|----------------------|--------------------------------------|------------------------|------------------------|
| October 09, 2024 | 52,50,000 | 10/- | Nil | Bonus Issue | Capitalization of Reserves & Surplus | Manoj Kumar Singh | 49,48,174 |
| | | | | | | Sandhya Singh | 3,01,784 |
| | | | | | | Ananya Singh | 7 |
| | | | | | | Hani Singh | 7 |
| | | | | | | Nikeeta Singh | 7 |
| | | | | | | Sanjeev Kumar | 7 |
| | | | | | | Ish Pratap Singh Jadon | 7 |
| Shakti Jadon | 7 | | | | | | |

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

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

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

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

SECTION III – RISK FACTORS

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

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See chapter titled “Forward Looking Statements” beginning on page 21 of this Draft Red Herring Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Red Herring Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 123, 222, 101 and 188 respectively of this Draft Red Herring Prospectus, together with all other Restated Financial Statements contained in this Draft Red Herring Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended December 31, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 as included in “Restated Financial Statements” beginning on page 188 of this Draft Red Herring Prospectus.

MATERIALITY

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

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

BUSINESS RELATED RISKS

1. **We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations.**

We depend on certain customers who have contributed to a substantial portion of our total revenues. The table below sets forth the revenue derived from our top 1 customer, top 5 customers and top 10 customers during the respective financial years:

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|-------------|----------------------|-------|--------------------|-------|------------|-------|------------|-------|
| | December 31, 2024 | | 2023-24 | | 2022-23 | | 2021-22 | |
| | ₹ in Lakhs | % | ₹ in Lakhs | % | ₹ in Lakhs | % | ₹ in Lakhs | % |
| Top 1 | 3,305.49 | 36.96 | 1,240.94 | 13.80 | 1,918.73 | 27.37 | 1,958.55 | 34.79 |
| Top 5 | 5,406.84 | 60.46 | 4,381.15 | 48.73 | 4,503.41 | 64.23 | 3,811.08 | 68.95 |

| Particulars | For the period ended | | For the Year ended | | | | | |
|-------------|----------------------|-------|--------------------|-------|------------|-------|------------|-------|
| | December 31, 2024 | | 2023-24 | | 2022-23 | | 2021-22 | |
| | ₹ in Lakhs | % | ₹ in Lakhs | % | ₹ in Lakhs | % | ₹ in Lakhs | % |
| Top 10 | 6,522.01 | 72.93 | 5,508.49 | 61.27 | 5,190.79 | 74.03 | 4,346.46 | 77.22 |

As certified by Statutory Auditor of our Company, by way of their certificate dated May 01, 2025.

Our success is contingent upon our ability to retain our existing customer base, attract new users, and maintain or increase the level of engagement with the Audio-Video (AV) products we offer, which include active LED screens (indoor/outdoor), professional display screens (touch / non-touch screens), digital signage screens, video conferencing cameras, processors, media players, speakers, mics, amplifiers and cables etc, as well as our tailored AV solution for customized AV solutions for corporate boardroom, retail, outdoor advertising, smart classroom, government projects, place of worship, home theatre, experience centre and other industries. There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. Reliance on a limited number of customers for our business may generally involve several risks. These risks may include, but are not limited to, reduction, delay or cancellation of orders from our significant customers; failure to renegotiate favourable terms with our key customers; the loss of these customers; all of which would have a material adverse effect on the business, financial condition, results of operations and future prospects of our Company. In order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources.

Maintaining strong relationships with our key customers is, therefore, essential to our business strategy and to the growth of our business. Some of these customers have been associated with us for the past three years. Some of our customers may place demands on our resources or may require us to undertake additional obligations which have the effect of increasing our operating costs and therefore affect our profitability. Additionally, the loss of any key customer, may significantly affect our revenues, and we may have difficulty securing comparable levels of business from other customers to offset any loss of revenue from the loss of any of our key customers including our largest customer or even our top five customers. If one or more of our customers were to become insolvent or otherwise unable to pay for the products supplied by us, this could have a have an impact on our business as we may not be able to recoup the unpaid production costs and materials incurred for operation purposes. While we have not encountered any loss of any major customers during the period ended December 31, 2024 and in the last three Fiscals, there can be no assurance that we would not lose any of our major customers in the future. Any loss of our major customers may reduce our sales and affect our estimates of anticipated sales, and may have an adverse effect on our business, results of operations, financial condition and cash flow. Further pricing pressure from customers may adversely affect our gross margin, profitability and ability to increase our prices, which in turn may materially adversely affect our business, results of operations and financial condition.

2. ***Our Company has not entered into any long-term contracts with our customers and we typically operate on the basis of orders received on hand. Inability to maintain regular order flow would adversely impact our revenues and profitability.***

We have not entered into any fixed contracts with our customers and we cater to them on an order-by-order basis. Generally, we entered with them project base contract. As a result, our customers can terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of service that our Company provides, quality consistency, fluctuation in demand for our Company's products and customer's inventory management. Although we place a strong emphasis on quality, pricing and timely delivery of our products and after sales service such as feedback on the trends in their market, personal interaction by the top management with the customers, etc., in the absence of contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

3. ***Our business and profitability heavily rely on the consistent and timely availability of products. Any disruption in supply or price volatility of these products can negatively impact our operations and financial health. Additionally, our dependence on third-party suppliers, without firm supply commitments or exclusive arrangements, poses a risk. The loss of any suppliers could adversely affect our business, operational outcomes, and financial condition.***

Our company is engaged in the business of PRO AV (professional audio-video) integration. We excel in designing and implementing customized AV solutions for corporate boardroom, retail, outdoor advertising, smart classroom, government projects, place of worship, home theatre, experience center and other industries. Our Company is also engaged in direct selling and distribution of PRO AV products including active LED screens (indoor/outdoor),

professional display screens (touch / non-touch screens), digital signage screens, video conferencing cameras, processors, media players, speakers, mics, amplifiers and cables etc. In addition to integration and direct selling of PRO AV products, we also offer after-sales services such as technical support, repair & maintenance services, and annual maintenance contracts (AMC) for AV infrastructure to ensure our customer's satisfaction.

The products we use are obtained from our global suppliers/ manufacturers or domestic vendors. There is a risk that these products may not meet the specified terms and conditions or performance standards, which could disrupt our business operations and damage our brand value. The success of our business operations is critically dependent on the availability of these finished products from our third-party global suppliers/manufacturers and domestic vendors. A substantial portion of the company's purchases of Audio-Video (AV) products has been dependent upon a few suppliers. Our inability to obtain good products in a timely manner, in sufficient quantities could adversely affect our operations, financial condition and/or profitability. Further our company relies on imported products with global brands, either through direct imports or high-seas purchases. However, this reliance on imports comes with several risks. Any deterioration in India's trade relations with these countries, or challenges faced by suppliers in their respective regions, could disrupt our supply chain, impacting our profitability. Purchases made from our top 10 suppliers for the period ended December 31, 2024 and for the financial year ended March 31, 2024, 2023 and 2022, were ₹ 6,090.44 lakhs, ₹ 6,284.77 lakhs, ₹ 4,306.06 lakhs and ₹ 4,130.81 lakhs representing 82.59%, 82.19%, 82.20% and 86.83% of our total purchases.

Any disruptions in the supply chain such as delays in manufacturing, transportation issues, or shortages of key components could hinder our ability to deliver products to our customers in a timely manner. This could lead to unfulfilled orders, customer dissatisfaction, and potential loss of market share. Price volatility of AV products, driven by factors such as fluctuations in raw material costs, changes in international trade policies, or currency exchange rate movements, could also adversely affect our cost structure and profitability. Sudden increases in the cost of acquiring these products may reduce our profit margins, especially if we are unable to pass on these costs to our customers through price adjustments. The following table sets forth cost of material consumed for the years indicated, which are also expressed as a percentage of total expenses:

(₹ in Lakhs)

| Particulars | December 31, 2024 | | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|---------------------------|-------------------|---------------------|------------|---------------------|------------|---------------------|------------|---------------------|
| | ₹ in Lakhs | % of total expenses | ₹ in Lakhs | % of total expenses | ₹ in Lakhs | % of total expenses | ₹ in Lakhs | % of total expenses |
| Cost of material consumed | 7,063.01 | 87.64 | 7,330.41 | 88.59 | 5,841.20 | 84.02 | 4,961.28 | 88.56 |

Our business model depends on third-party global and domestic suppliers, with whom we do not have long-term or exclusive agreements but procure the products on order basis or short-term arrangement basis. This reliance exposes us to potential supply chain disruptions. If any key suppliers were to reduce or stop supplying products, or prioritize other customers, we may struggle to source comparable alternatives at similar costs or within required timelines. Identifying new suppliers could be both time-consuming and expensive, leading to operational delays. The loss or reduced availability of products from major suppliers could compel us to find alternatives at higher costs or potentially lower quality, adversely affecting our operations, profitability, and financial health. These disruptions may weaken our competitive position and hinder our long-term growth prospects. While we have not experienced any interruptions in the supply of finished products in the period ended December 31, 2024, and in the past three Fiscals, we cannot assure you that such instance will not arise in the future.

4. Our future growth is dependent upon our ability to identify and maintain new products, technologies and customers that achieve market acceptance with acceptable margins.

Our company is engaged in the business of PRO AV (professional audio-video) integration. Our Company is also engaged in direct selling and distribution of PRO AV products including active LED screens (indoor/outdoor), professional display screens (touch / non-touch screens), digital signage screens, video conferencing cameras, processors, media players, speakers, mics, amplifiers and cables etc. In addition to integration and direct selling of PRO AV products, we also offer after-sales services such as technical support, repair & maintenance services, and annual maintenance contracts (AMC) for AV infrastructure to ensure our customer's satisfaction. Thus, the markets in which we compete are characterized by changing consumer tastes, preferences, evolving industry standards and continuous improvements in product quality and variants. Our future success depends on our ability to timely identify & upgrade our self with competitive and innovative products and to market them quickly and cost effectively. Moreover, we are dependent on the spending habits of the consumers in India. If the end-user demand is low, we may see significant changes in orders from our customers and may experience greater pricing pressures. Our ability to anticipate customer needs and develop or acquire new products at

competitive prices requires significant resources. The failure to successfully address these challenges could materially disrupt our sales and operations.

In case of any mismanagement in level of inventory and market demand, we may lose customers and be required to discount certain products, all of which could have an adverse effect on our business, results of operations, financial condition, cash flows and prospects. Decline in the demand for some of the products without a corresponding increase in demand for alternative products sold by us could negatively impact our revenue temporarily or permanently. These trends may also cause fluctuations in our results of operations between different periods. Our success is also dependent on the ability of our global suppliers/manufacturers or domestic vendors to anticipate, identify and respond to the latest technological trends and customer demands and to translate such trends and demands into product offerings in a timely manner, adapt to customer preferences, and our ability to continue upgrading our platforms in a manner so as to cater to evolving customer preferences.

5. *Our business is dependent on global suppliers/manufacturers effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new AV (Audio-Video) products at regular intervals.*

Maintaining, developing, and enhancing brands, as well as retaining customers, involves several critical factors, such as increasing brand awareness through brand-building initiatives and ensuring customer satisfaction with quality customer service. If global suppliers/manufacturers cannot adapt to technological advancements or the growing popularity of alternative products, their products may become obsolete. To remain competitive, global suppliers/manufacturers need to develop, test, manufacture, and commercialize new products promptly.

Since we do not manufacture the products, we cannot assure that these global suppliers/manufacturers will effectively promote, develop their brands, or maintain product quality. If these brands fail to launch new products or innovate to meet evolving customer demands, the demand for their products may decline. In such situations, we endeavour to liquidate our inventory early or return products to the global suppliers/manufacturers to reduce write-downs. However, we may not always find customers or channel partners willing to purchase our inventory of products that lack market demand. A slowdown in demand for existing products could result in a write-down in the value of our inventory. We are not involved in the innovation or quality control of products manufactured by the global suppliers/manufacturers we distribute. However, if any of the products we distribute do not meet quality and performance standards or customers' expectations, our reputation and customer retention may suffer, and the demand for such products may decrease. If we fail to maintain our reputation or increase positive awareness of AV (Audio-Video) products and automation solutions, or if the quality of products declines due to our global brand partners' inability to maintain required standards, our business, financial condition, and results of operations may be adversely affected.

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

As a part of our business and operations, we bid for projects on an on-going basis. Projects are awarded following competitive bidding processes and satisfaction of prescribed qualification criteria. While service quality, technological capacity and performance, as well as reputation, experience and sufficiency of financial resources are important considerations in selecting AV integrators by respective authority decision makers, there can be no assurance that we would be able to meet such qualification criteria. Further, once the prospective bidders satisfy the qualification requirements of the tender, the project is usually awarded based on the quote by the prospective bidder and reverse auction. We spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we would bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted. If we are not able to pre-qualify in our own right to bid for AV integrations contracts, we may be required to partner with other companies in bids for such projects. If we are unable to partner with other companies or lack the credentials to be the partner-of-choice for other companies, we may lose the opportunity to bid for AV integrations projects, which could affect our growth plans.

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

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

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

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

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

Cases against our Company:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | 1 | 0.28 |
| Other Litigation | -- | -- |

Cases against our Director and / or Promoters, KMPs and/or SMPs:

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

Cases against our Group Companies:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | 3 | 0.75 |
| Other Litigation | -- | -- |

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

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

For further details of certain material legal proceedings involving our Company, our promoters, our directors and our group companies, see “*Outstanding Litigations and Material Developments*” beginning on page 236 of this Draft Red Herring Prospectus.

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

The restated financial statements of our Company for the period ended on December 31, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and 2022 has been provided by a peer reviewed chartered accountants who is not statutory auditor of our Company because of certain pre-occupation of our statutory auditor. Our statutory auditor also holds valid peer review certificate but we have appointed another peer reviewed firm for preparation of the restated financial of our company.

9. *Our revenue is heavily reliant on our operations within certain geographical regions. Any adverse developments, such as economic downturns, political instability, or natural disasters, in these regions could significantly impact our revenue and overall financial performance.*

We have derived a significant portion of our revenue from operations from customers located in certain geographical regions especially Delhi. The following table sets forth our revenue from the major customers located in Delhi and other regions for the years indicated, which are also expressed as a percentage of our total revenue from operations:

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|---|----------------------|-------|--------------------|-------|----------------|-------|----------------|-------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Revenue from the customers located in Delhi | 3,816.71 | 42.68 | 3,643.90 | 40.53 | 2,876.04 | 41.02 | 2,582.77 | 45.88 |
| Revenue from the customers located in Uttar Pradesh | 1,710.39 | 19.13 | 1,609.73 | 17.90 | 530.94 | 7.57 | 252.38 | 4.48 |
| Revenue from the customers located in Haryana | 967.03 | 10.81 | 1,136.06 | 12.64 | 1,702.69 | 24.28 | 1,265.91 | 22.49 |
| Revenue from the customers located in Karnataka | 817.82 | 9.15 | 976.04 | 10.86 | 622.21 | 8.87 | 337.22 | 5.99 |
| Revenue from the customers located in Maharashtra | 702.95 | 7.86 | 520.61 | 5.79 | 406.18 | 5.79 | 289.17 | 5.14 |

As certified by Statutory Auditor of our Company, by way of their certificate dated May 21, 2025.

The concentration of our revenues from Delhi and above-mentioned regions heightens our exposure to adverse developments related to competition, as well as economic, political, regulatory circumstances including on account of any on-going economic slowdown and inflationary trends. The existing and potential competitors to our businesses in India may increase their focus in the said region, which could reduce our market share. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. Although, to increase our market presence, we also provide automation solutions and supply our products to countries such as Singapore, Maldives, Qatar and Bangladesh etc.

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

Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. Our inability to expand into other countries may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in such regions to expand our operations in other parts of India or internationally, due to factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may

expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations.

10. *We could be subject to product liability claims, refunds and recalls or return of products, warranty claims which may have a material adverse impact, in which case our business and revenues, and ultimately our reputation, could be negatively affected.*

Due to the nature of our business, we face a risk of the products containing quality issues or undetected errors or defects. These may result from the design or manufacture of the product or other parts used in the product, over which we have no control. We may face the risk of legal proceedings and claims being brought against us by our customers on account of sale of any defective products. While we typically have provisions in our agreements with suppliers/manufacturers that hold the suppliers/ manufacturers accountable for defective products, our ability to avoid such liabilities may be limited as a result of differing factors, such as the inability to exclude such damages due to applicable laws of the specific jurisdiction where the business is conducted. Our business and reputation may be adversely affected as a result of a significant quality or performance issue in the products sold by us, if we are required to pay for the associated damages. Further, when relying on contractual liability exclusions, we could lose customers if their claims are not addressed to their satisfaction. In addition, serious quality issues can expose us to product liability or recall claims in the event that the products we distribute fail to meet the required quality standards, or are alleged to cause harm to customers.

While we are generally not held accountable for such claims, we may face the risk of legal proceedings and product liability claims being brought against us, legitimate or otherwise, by various entities including consumers, dealers and corporates for various reasons including for defective products sold. There can be no assurance that we will be able to recover cost of such liability or recall from the global suppliers/manufacturers of such products, in a timely manner, and without initiating legal proceedings. Enforcement of provisions in our agreements that hold global suppliers/manufacturers liable for defective products can be a time-consuming and expensive legal process. A product recall or a product liability claim may also adversely affect our reputation and brand image, as well as entail significant costs in excess of our available insurance coverage, which may adversely affect our reputation, business and results of operations.

11. *Our business and results of operations are dependent on the contracts/ purchase orders that we enter into. Any breach of the conditions under these contracts/ purchase orders may adversely affect our business and results of operations.*

We enter into contracts and purchase orders with our customers which, depending on the customer, may contain terms and conditions which include among others the nature and specification of products to be supplied by us, details of vendors that are approved by some of our customers, manner of inspection and testing of products representation and warranties, process to be followed in case of defects, steps to ensure compliance with applicable laws, quality of products, undertakings in relation to protection of intellectual property of our customers, indemnification of our customers due to our negligence or breach of any term of the agreement, defect warranties in relation to the products supplied by us. Such onerous terms may have an effect on our future growth including expansion of customer base. While, we consider all factors internally prior to entering into such contractual agreements, we cannot assure that we will not enter into such agreements in the future. This may result in potential loss of customers as we may not be able to provide our services to such customers in the future as we may not be willing to work with them. Additionally, non-compliance with the terms of the contractual arrangements may lead to among others damages or penalties, termination of the agreements and will also result in us being unable to attract further business in the future.

12. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds.*

We intend to use Net Proceeds towards meeting the funding capital expenditure requirements of our company towards purchasing an office space cum product display area; Repayment/ prepayment of certain borrowings availed by our Company and General corporate purpose. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates. Further the deployment of the Net Proceeds will be at the discretion of our Board and the management of our Company will have significant flexibility in applying the proceeds received by our Company from the Issue. However, audit committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue and as per regulation 262(5) of SEBI ICDR regulations 2018, we shall submit a certificate of the statutory auditor for utilization of

money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

Further in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard. Various risks and uncertainties, including those set forth in this section including inability to obtain necessary approvals for undertaking proposed activities, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

- 13. *We do not own the registered office, branch offices, warehouse, service centre from which we carry out our business activities. In case of nonrenewal of rent agreements or dispute in relation to use of the said premise, our business and results of operations can be adversely affected.***

Our registered office, branch offices, warehouse, service centre from which we carry out our business activities, are being taken by us on rent. In the event of termination/ non-renewal of said agreements, we may be required to vacate the said premises which may cause disruption in our corporate affairs and business and impede our effective operations which could temporarily impact on our business operations until we get suitable alternative premises. For details on the duration of existing rent/ lease agreements for our premises, please refer to the section titled “*Our Business*” beginning on page 123 of this Draft Red Herring Prospectus. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favorable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. In the event that the rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our manufacturing operations which could materially and adversely affect our business, financial condition and results of operations.

- 14. *Any disruption or shutdown of our warehouse facilities, could adversely affect our business, results of operations and financial condition.***

We utilize warehouses located at Hall No.4, Second Floor, Built on Plot No. D-478, Palam, Sector-7 Dwarka, New Delhi-110075, Plot No-128, IMT Manesar, Sector 4, Manesar, Gurugram, Haryana, 122050, Building No. K-1, Gala No.1 And 2, Jay Shree Ram Complex, Near Monginis, Dapoda Village, Mankoli Naka, Bhiwandi, Thane, Maharashtra, 421302 and Plot no. 2, Basement, Pocket A2, Sector 17, Dwarka, New Delhi - 110075. For further details, please refer to the section titled “*Our Business*” beginning on page 123 of this Draft Red Herring Prospectus. These facility serves as a crucial storage hub for our products. We manage our inventory within these warehouses and fulfill customer orders by transporting products directly from these locations. While we diligently monitor inventory levels and maintain oversight of warehouse capacity and utilization, any unforeseen disruptions or shutdowns at our warehouse beyond our control could severely impact our supply chain and operational capabilities. Such disruptions may hinder our ability to fulfill contractual obligations promptly, potentially exposing us to legal liabilities and claims. Further having limited storage capacity which can result in stock out cost and loss of customer adversely affecting our business and results of operations. Further Improper storage and handling of our products could damage our inventories and, as a result, have an adverse effect on our business, results of operations and cash flows.

- 15. *Currently our Company has no experience centres for display of our products.***

Large Experience centres is the key growth driver in our business. Large experience centre ensures acquiring more customers, live demonstrations, strengthening brand image, tangible interaction with customers. Large experience centre also helps in attracting a variety of customers. Currently our Company has no experience centres for display of our products, however our Company intends to setup office space cum product display area from IPO proceeds. For further details, see “*Objects of the Issue*” on page 86 of this Draft Red Herring Prospectus. An experience centre with appropriate space can significantly enhance our business by providing a space for meaningful dealers & distributor interactions along with other customers, strengthening the brand, and driving sales. It also offers logistical benefits and valuable market insights, contributing to the overall growth and success of the business.

- 16. *The Company’s customers operate in various industry segments/verticals and fluctuations in the performance of the industries in which the customers operate may result in a loss of customers, a decrease in the volume of work undertake or the price at which the company offer its products.***

The Company's business operations are exposed to fluctuations in the performance of the industries in which its significant customers operate. Customers may also decide to reduce spending on services due to a changing economic environment and other factors relating to the industry in which they operate. For instance, in the period of pandemic wherein all the industries are facing a slowdown and cash crunch due to the lockdown and other restrictions imposed by several State Governments, had resultant in a widespread impact on the industry. A loss of any significant customers, a decrease in the volume of work that the company's customers outsource or a decline in prices of the products offered by the company may materially and adversely affect its business, operations, financial condition and results of operations.

17. *We may seek to expand our product portfolio and target emerging product areas. If such products do not witness demand that we expect them to, our business and results of operations may be adversely affected.*

We plan to target emerging AV (Audio-Video) products & AV integration segments in their developmental stages and establish product expertise allowing us to keep our broad product line current with emerging trends. For further information, see "Our Business – Business Strategies" on page 139. We expect that this will enable us to effectively introduce new products to our customers while simultaneously allowing us to establish a preferred position in servicing emerging global brands. Our focus on such product diversification may expose us to new operational, regulatory and market risks as well as risks associated with additional capital requirements as well as other considerable risks, including:

- our inability to integrate new operations, personnel, products, services and technologies;
- unforeseen or hidden liabilities, including exposure to lawsuits associated with new product quality and sales;
- the diversion of resources from our existing businesses;
- failure to comply with laws and regulations as well as industry or technical standards of product categories into which we seek to diversify;
- our inability to generate sufficient revenues to offset the costs and expenses behind focusing our resources on the new product categories; and
- potential loss of, or harm to employees or customer relationships.

Any of these events could disrupt our ability to manage our business, which in turn could have a material adverse effect on our financial condition and results of operations. Such risks could also result in our failure to derive the intended benefits of the product diversification, and we may be unable to benefit from such expansion initiatives, which may adversely impact our growth and prospects.

18. *Our historical performance is not indicative of our future growth or financial results and we may not be able to sustain or increase our historical growth rates.*

Our business has experienced growth in prior periods. Our revenue from operations increased from ₹ 5,628.95 Lakhs in F.Y. 2021-22 to ₹ 7,011.39 Lakhs and ₹ 8,990.74 Lakhs in Financial Years 2022-23 and 2023-24, respectively. Although we plan to continue to expand our scale of operations, we may not be able to sustain or increase these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain & make new customers, our ability to maintain customer satisfaction, our ability to mobilise sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business operations.

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

19. *Any Penalty or demand raised by statutory authorities in future will affect financial position of the Company.*

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

1. The details of delays in filing GST returns including period of delay, return filing date, reason for delay and steps taken by the Company to address such delays are as follows:

| Financial Year | Return Type | Total Number of Establishments | Establishments with Delayed Filings | Status | |
|----------------|-------------|--------------------------------|-------------------------------------|------------------|-----------------------------|
| | | | | No. of Instances | Period of Delay – (in days) |
| 2021-2022 | GSTR-3B | 5 | 3 | 10 | 1-40 |
| 2022-2023 | GSTR-3B | 5 | 2 | 4 | 6-17 |
| 2023-24 | GSTR-3B | 5 | 3 | 8 | 1-29 |
| 2024-2025 | GSTR-3B | 5 | 1 | 2 | 2-5 |

Due to a combination of operational and technical challenges, our company experienced delays in filing the GSTR within the prescribed timeline. The primary reasons include intermittent technical issues on the GST portal, delayed receipt of necessary input data from key vendors, and internal reconciliation processes taking longer than expected. Additionally, the transition to a new accounting system and the temporary unavailability of key compliance staff further impacted the timely filing. Recognizing the importance of timely compliance, the company has taken corrective steps, including the implementation of a more robust accounting and GST compliance software, establishing internal deadlines well ahead of the statutory due dates, and appointing a dedicated GST compliance officer to ensure better coordination and accountability. Regular internal checking and staff training have also been initiated to prevent such delays in the future.

2. The details of delays in filing EPF & ESIC returns including the period of delay, payment dates, reason for delay and steps taken by the Company to address such delays are as follows:

EPF

| Financial Year | Amount Payable (In Lakhs) | Month to which the amount relates | Period of Delay |
|----------------|---------------------------|-----------------------------------|-----------------|
| 2021-2022 | 2.30 | April | 2 |
| | 2.23 | May | 4 |
| | 2.26 | June | 5 |
| 2022-2023 | 2.30 | July | 16 |
| | 2.62 | February | 2 |
| | 2.68 | March | 15 |
| 2023-24 | 2.68 | April | 16 |
| | 2.67 | May | 15 |
| | 2.70 | June | 16 |
| | 2.71 | July | 16 |
| | 2.65 | August | 15 |
| | 2.61 | September | 16 |
| | 2.62 | October | 15 |
| | 2.66 | November | 16 |
| | 2.60 | December | 16 |
| | 2.61 | January | 14 |
| 2.61 | February | 16 | |
| 2024-2025 | 3.19 | June | 1 |

ESIC

| Financial Year | Amount Payable (Rs. in Lakhs) | Month to which the amount relates | Period of Delay |
|----------------|-------------------------------|-----------------------------------|-----------------|
| 2021-2022 | 0.10 | April | 2 |
| | 0.09 | May | 4 |
| | 0.10 | June | 5 |
| 2022- 2023 | 0.10 | July | 16 |

| Financial Year | Amount Payable (Rs. in Lakhs) | Month to which the amount relates | Period of Delay |
|----------------|----------------------------------|--------------------------------------|-----------------|
| | 0.06 | February | 2 |
| 2023-2024 | 0.06 | February | 1 |
| 2024-2025 | 0.02 | April | 2 |
| | 0.04 | June | 1 |
| | 0.06 | August | 26 |

The delay in filing EPF and ESIC contributions was due to a combination of internal and external factors. These included a temporary shortfall in finance team manpower, delays in salary processing due to reconciliation issues, and transition to a new payroll system which caused unexpected technical disruptions. Additionally, there were challenges in timely data collection from certain departments, leading to further delays. To prevent recurrence, the company has now streamlined its payroll processing schedule, strengthened inter-departmental coordination, and appointed dedicated personnel to monitor statutory compliance. Furthermore, automated reminders and system alerts have been implemented to ensure timely filing, and periodic internal reviews are now conducted to reinforce accountability and compliance discipline.

3. The details of delays in filing TDS/TCS returns including No. of Instances, reason for delay etc. and steps taken by the Company to address such delays are as follows:

| Period/ Financial Year | 26Q | | 24Q | | Payment | | |
|------------------------------|---------------------|---------------------------------|---------------------|------------------------------------|----------------------------------|---------------------|---------------------------|
| | No. of Instances | Range of Delay in days | No. of Instances | Range of Delay in days | Amount Payable (Rs. Lakhs) | No. of Instances | Range of Delay in days |
| 2022-2023 | 1 | 21 | - | - | 0.61 | 1 | 21 |
| | - | - | 1 | 1 | 2.35 | 1 | 1 |

The delay in filing TDS returns was due to delays in payment data reconciliation, system transition issues, and coordination gaps between teams. To prevent future delays, the company has strengthened internal timelines, assigned a dedicated TDS compliance resource, and implemented system-based reminders for timely filing.

If we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows.

20. We are dependent on third-party transportation providers for the delivery of products distributed and traded by us.

Our success relies on the uninterrupted supply and transportation of the products we distribute and trade. We deliver these products from our warehouses to our customers, substantially depending on third-party transportation and logistics providers for these deliveries. Although we have not experienced significant disruptions in supply and transportation in the past, we cannot guarantee that such disruptions will not occur in the future due to various factors, potentially resulting in material impacts. While we do not depend on a limited number of transportation operators, transportation strikes could adversely affect our supply chain and delivery schedules. Additionally, products may be lost or damaged in transit due to accidents or natural disasters, and delivery delays may negatively impact our business and operational results. Failure to deliver our products efficiently and reliably could adversely affect our business, financial condition, and results of operations.

21. Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuation.

Our Company is dependent on third party suppliers for procuring our products. We are exposed to fluctuations in the prices of these products as well as their unavailability. We may be unable to control the factors affecting the price at which we procure the products. We also face the risks associated with compensating for or passing on such increase in our cost of products on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of products may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Our Company is involved in business transactions with international suppliers and has to conduct the same in accordance with the rules and regulations prescribed under FEMA. Our Company may fail to adhere to the prescribed timelines and may be required to pay penalty to the appropriate authority or department to

regularize the payment. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

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

Our operations are subject to accidents which are inherent to any business such as risks of employee accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property, equipment and environment. Our significant insurance policies consist of Business Guard Sookshma Package Policy, Business Guard - Bharat Laghu Udyam Suraksha Policy to protect the stock against fire, natural calamities, terrorism and to protect the stock from burglars or thief. We have Marine Cargo Open Policy from Tata AIG General Insurance Company Ltd. which covers loss damage or expense that might occur during the transportation of goods. Our company have also taken various vehicle insurance policies and to protect the employees of the company we have taken accident and health insurance from Star Group Health Insurance and Accident Care (Group) Insurance from Star Health and Allied Insurance Company Ltd. However, we currently do not possess a key men insurance policy for our key managerial persons. While our existing insurance provides a level of protection, there can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. The details of amount insured and insured amount as percentage of total assets of the company for last 3 FY and period ended December 31, 2024 are as follows:

| Particulars | Amount of Assets Insured (Insured value In Rs Lakhs) | As a percentage of Total Assets |
|--|---|------------------------------------|
| Stock insurance including marine insurance | 1700.00 | 100 % |
| Office furniture and equipment | 90.00 | 100 % |
| Vehicle insurance | 111.40 | 100 % |

As certified by Statutory Auditor of our Company, by way of their certificate dated May 01, 2025.

If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

23. We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.

We generally extend a credit period to our customers, which exposes us to credit risk. The table below outlines specific details regarding our trade receivables and trade receivable turnover days for the indicated year/period:

| Particulars | December 31, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|--|----------------------|-------------|-------------|-------------|
| Trade Receivables (₹ in lakhs) | 5,551.33 | 2,071.64 | 1,106.42 | 2,231.63 |
| Trade Receivable Turnover Days (number of days) | 155.59* | 64.51 | 86.89 | 92.82 |

*Not annualised

A customer's ability to make timely payments depends on various factors, including general economic conditions and their cash flow situation, which are beyond our control. Delays in receiving payments from customers could negatively impact our cash flow and hinder our ability to meet working capital requirements. There is no guarantee that our customers will pay us promptly or at all, which may affect the recoverability of our trade receivables. Additionally, we may struggle to manage any bad debt resulting from delayed payments. The table below outlines specific details regarding bad debts for the indicated year/period:

| Particulars | December 31, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---------------------|----------------------|-------------|-------------|-------------|
| Bad debts (₹ Lakhs) | 18.35 | 3.24 | 0.00 | 0.00 |

Taking legal action against our customers to enforce their contractual obligations can be challenging, and there is no guarantee that we will receive a favourable judgment or that it will be issued in a timely manner. If any of our customers fail to fulfil their contractual commitments, or if they face insolvency or liquidation, it could negatively impact our

financial condition and results of operations.

24. There are certain discrepancies/errors/delay filings noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate or any other law could impact the financial position of the Company to that extent.

There are certain discrepancies/errors/delay filings noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. There are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, missing attachments, typographical error in minutes, reporting in number of board meetings in annual returns and typographical errors in forms filed in ROC filing made by our company.

In the past, there have been some instances of delays in filings with certain provision of statutory regulations applicable to us which is certified pursuant to a Report issued by M/s. Kumar Naresh & Associates, Company Secretaries dated February 05, 2025. Following are the details of delay filings:

- Delay in filing of Form 23 AC, Form 20 B (Schedule V) for FY 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14.
- Delay in filing of Form 23 B in FY 2011-12 and 2012-13.
- Delay in filing of Form AOC-4 FY 2021-22 and 2023-24.
- Delay in filing of Form MGT-7 in FY 2023-24.
- Delay in filing of Form ADT-1 for appointment and re-appointment of Auditors for FY 2014 to 2019, 2019 to 2024 and 2024 to 2029.
- Delay in filing of Return of Allotment for FY 2010 & FY 2013.
- Delay in filing of change in registered office for FY 2019-20.
- Delay in filling of Return of Deposit for the FY 2018-19, 2019-20, 2020-21, 2022-23.
- Delay in filling of resolutions i.e., MGT-14 for the FY 2014-15.
- Delay in filing of charge forms for creation / modification for the following Charge Id's viz, 100187049, 100461081, 100575435 & 100665162.

Further there has been delay in satisfaction of charge for the following Charge ID's viz, 100187049. The charge was satisfied in the year 2021 and the form was filed in the year 2025, however the Charge status reflected on www.mcagov.in is active. Our company was unable to trace the ROC form in relation to Appointment of BRM & Co. and Change in Auditor from BRM & Co. to ANDROS & Co.

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.

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

As per our Restated Financial Statements, our cash flows from operating, investing and financing activities are as set out below:

(₹ in Lakhs)

| Particulars | For the period ended on December 31, 2024 | For the Financial Year ended on | | |
|---|---|---------------------------------|----------------|----------------|
| | | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Net Cash Generated/(Used) from Operating Activities | (77.64) | (482.81) | 389.23 | (82.59) |
| Net Cash Generated/(Used) from Investing Activities | (64.06) | (15.93) | (37.56) | (33.30) |
| Net Cash Generated/(Used) from Financing Activities | 257.15 | 327.33 | (222.20) | 174.42 |

For further details and reasons of such negative cash flow, please see chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 222.

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

26. *Our operations require a significant amount of working capital. Any inability to meet our working capital requirements may adversely affect our business, financial condition, cash flows and results of operations.*

Our operations require a significant amount to working capital, including to finance the purchase of AV products, maintenance of adequate levels of inventory and execution of integration processes before payment is received from customers.

Any inability to source the required amount of working capital for addressing any integration processes needs may lead to halt the integration processes, decreased revenues and a dissatisfied customer base. Further, any delay in the processing of payments by our customers may increase our working capital requirement. In the event a customer defaults in making payments for a product on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that would be otherwise available.

While we have not faced any instances of difficulties to meet our working capital requirements in the period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future. There can be no assurance that payments will be remitted by our customers 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. Accordingly, continued increases in our working capital requirements may have an adverse effect on our business, financial condition, cash flows and results of operations.

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

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

28. *The markets we serve are subject to cyclical demand and vulnerable to economic downturn, which could harmour business and make it difficult to project long-term performance.*

Demand for our products and services depends in large part upon the level of capital and maintenance expenditures by many of our customers and end-users, in particular those customers in the PRO AV sector. These customers' expenditures historically have been cyclical in nature and vulnerable to economic downturns. Decreased capital and maintenance spending by these customers could have a material adverse effect on the demand for our products and services and our business, financial condition, and results of operations. In addition, this historically cyclical demand limits our ability to make accurate long-term predictions about the performance of our Company. Even if demand improves, it is difficult to predict whether any improvement represents a long-term improving trend or the extent or timing of improvement. There can be no assurance that historically improving cycles are representative of actual future demand.

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

Our Company has entered into certain related party transactions with our promoters, directors, key management personnel, promoter group and group companies in the past which are in compliance with applicable provisions of the Companies Act, 2013 and all other applicable laws. For details, please see "Annexure 31 of Restated Financial Statements" under the chapter titled "Restated Financial Statements" beginning on page 188 of this Draft Red Herring Prospectus. Following are details of transactions during the year with related parties of the company:

A) The below mentioned are the related party transaction as to purchases for the period ended December 31,2024 and financial year ended March 31, 2024, 2023 and 2022.

(₹ in Lakhs except % data)

| Year | M/s. Purplewave India Private Limited | Total RPT (A) | Total Purchase (B) | % Share (A/B) |
|-----------|---------------------------------------|---------------|--------------------|---------------|
| 31-Dec-24 | 30.71 | 30.71 | 7,374.07 | 0.42% |
| 31-Mar-24 | 25.00 | 25.00 | 7,646.94 | 0.33% |
| 31-Mar-23 | 67.00 | 67.00 | 5,238.44 | 1.28% |
| 31-Mar-22 | - | - | 4,757.60 | - |

B) The below mentioned are the related party Transaction as to sales for the period ended December 31,2024 and financial year ended March 31, 2024, 2023 and 2022.

(₹ in Lakhs except % data)

| Year | M/s. Purplewave India Private Limited | M/s. Durga Saptashati Foundation | Total RPT (A) | Total Revenue of Ops (B) | % Share (A/B) |
|-----------|---------------------------------------|----------------------------------|---------------|--------------------------|---------------|
| 31-Dec-24 | 0.93 | - | 0.93 | 8,941.63 | 0.01% |
| 31-Mar-24 | 119.15 | - | 119.15 | 8,990.74 | 1.32% |
| 31-Mar-23 | - | - | - | 7,011.39 | - |
| 31-Mar-22 | 7.18 | 0.09 | 7.27 | 5,628.95 | 0.13% |

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 188 of this Draft Red Herring Prospectus.

While our Company believes that all such transactions have been conducted on the arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain related party transactions and we undertake that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

30. 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. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may affect ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, which may in turn adversely affect our business, financial condition or results of operations.

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.

31. Our expansion into product categories and business verticals and increase in the number of products offered may expose us to new challenges and more risks.

We may face challenges in inspecting and controlling quality, regulatory requirements, handling, storage and delivery of our products. We may also need to price aggressively in our product categories to retain and attract consumers, which may not be possible in instances where a product manufacturer imposes restrictions on our ability to offer such products at a discount and which would adversely affect our gross margins.

We may also make substantial investments in launching such new products on our platform. Expansion of our offerings or business verticals may also strain our management and operational resources. It may also be difficult for us to achieve profitability with new products and as a result, our profit margins may be lower than we anticipate, which would adversely affect our results of operations. We cannot assure you that we will be able to recover our investments in introducing any new products or that any such new products will be successful by any measure.

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

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

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, there can be no assurance that the relevant authority will issue or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see “*Government and Other Approvals*” on page 243 of this Draft Red Herring Prospectus.

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

33. *Our Company is not having any exact comparable Indian peer which have similar business to our Company.*

Our Company is not having any exact comparable Indian peer which have similar business to our Company in terms of product mix, size, scale in the same market with the same customer portfolio. The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLM through the Book Building Process. A comparison of valuation of the issue with its listed peers would give a fair idea of what to pay in the market. In absence of the comparable Indian peer, investors might not be able to compare our results.

34. *We depend on skilled personnel and if we are unable to recruit and retain skilled personnel, our ability to operate or grow our business could be affected. Further we may be subject to employee unrest, slowdowns and increased wage costs, which may have an adverse effect on our business, operations, our cash flow and financial condition.*

Our business operation required skilled and creative manpower intensive and we engage a considerable number of skilled personnel every year to sustain our growth. Further, we spend significant time and resources in training the manpower we hire. Our success is substantially dependent on our ability to recruit, train and retain skilled manpower. High attrition and competition for manpower may limit our ability to attract and retain the skilled manpower necessary for our future growth requirements. We cannot assure you that skilled manpower will continue to be available in sufficient numbers suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may affect our business, financial condition, results of operations and prospects.

As of December 31, 2024 we have 85 employees, with 28 employees being dedicated sales and marketing personnel and 38 employees being dedicated technical personnel. For the period ended December 31, 2024 and Fiscal 2022, 2023, 2024 we incurred employee benefits expense of ₹ 505.82 lakhs, ₹ 497.70 lakhs, ₹ 658.39 lakhs and ₹ 363.84 lakhs, respectively,

amounting to 5.66 %, 5.54 %, 9.39 % and 6.46 % of our revenue from operations in the corresponding periods. As on the date of this Draft Red Herring Prospectus, our employees are not unionized. However, in the event that employees seek to unionise, it may become difficult for us to maintain flexible employee policies, which may increase our costs and adversely affect our business. We believe our employees and personnel are critical to maintain our competitive position. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment.

Although we have not experienced any employee unrest, we cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are very difficult for us to predict or control and any such event could adversely affect our business, results of operations and financial condition. A potential increase in the salary scale of our employees as a result of organisation or unrest, or a disruption in services from our employees or contract manufacturers due to potential strikes, could adversely affect our business operations and financial condition.

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

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

There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. Among our Key Managerial Personnel and Senior Management, we not experienced any attrition in the period ended December 31, 2024 and Fiscals 2024, 2023, 2022, respectively and among our total employees, we experienced attrition (calculated as employees who have left/ average employees) of 6.94%, 11.97%, 12.61% and 15.84% in the period ended December 31, 2024 and Fiscals 2024, 2023, 2022, respectively. For further information, see “*Our Management*” on page 166.

36. *We face substantial and increasingly intense competition in the AV (Audio-Video) Industry & Automation Industry. If we are unable to compete effectively, our business, financial condition, results of operations and prospects would be materially and adversely affected.*

We face competition from unlisted players in the AV (Audio-Video) industry & Automation Industry which have a presence across multiple regions in India. There are various companies offering products and services similar to us. The critical factors that determine the success of a product or service vary by geographical market and product and service segment. We believe the principal elements of competition in our industry are price, durability, product quality, user experience, operational efficiency, timely delivery and reliability and most importantly our pace in keeping up with the changing technology in the industry. Due to the intensity, complexity and diversity of the competition overall, the competitive landscape in our industry or in specific industry segments can change very rapidly.

Further, new competitors may emerge at any time. Our competitors may be able to respond more quickly to new or emerging technologies or customer requirements, and may bring with them customer loyalties that may limit our ability to compete, which could decline our sales. In addition, a variety of known and unknown events could have a material adverse impact on our ability to compete. The success of our products as well as our ability to maintain or increase our sales may also depend upon the effectiveness of our marketing initiatives which may adversely affect our ability to compete effectively. Our failure to compete effectively, including any delay in responding to changes in the industry and

market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.

37. Adverse publicity regarding any product we sell could negatively impact us.

Adverse publicity regarding any of our products or similar products marketed or sold by others could negatively affect us. If any studies raise or substantiate concerns regarding the efficacy or safety of our products or other concerns, our reputation could be harmed and demand for our products could diminish, which could have a material adverse effect on growth in new customers and sales of our product, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.

38. The trademark **PURPLEWAVE is originally registered in the name of our Group Company M/s. Purplewave India Private Limited. Our Company has acquired the same on the basis of a trademark assignment agreement dated July 12, 2024.**

Our brand name **PURPLEWAVE** has been registered as a trademark in favour of our group Company M/s. Purplewave India Private Limited and our Company has acquired the same through a trademark assignment agreement dated July 12, 2024. The assignment agreement is not permanent and can be revoked by either of the parties on a prior notice. Further our Company shall be required to pay an annual royalty for the usage of the mark with limitations of not to make any alterations to same without prior approval. In such event if we fail to make the payment of royalty on time or adhere to the terms of the agreement, the owner may revoke the agreement in which event we may lose our brand name or alternatively shall also be required to change the first name of the Company. In such an event we may lose the goodwill acquired under the name and be required to incur extra efforts and costs to create a new brand name, thus adversely affecting the business and cash flows of the Company.

39. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

Our operations may be subject to incidents of theft or damage to our products. The business may also encounter some product loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

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

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

Although we have entered into a non-compete arrangement, under which Purplewave India Private Limited have agreed not to compete with our business. However, we cannot assure you that there will be no conflict of interest in allocating business opportunities between us and our Promoter Group entity or that we will be able to suitably resolve any such conflict without an adverse effect on our business and financial performance.

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

Some of the financing arrangements entered into by us include conditions that require our Company to obtain consents/NOCs from respective lenders prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents/NOCs could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions require prior consents/NOCs from or intimations to certain lenders. For details, please see “*Financial Indebtedness*” on page 220.

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

If the obligations under any of our financing arrangements are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. A default by us under the terms of any financing documents have an adverse effect on our operations, financial position and any credit ratings. For further information regarding our borrowings, please see “*Financial Indebtedness*” on page 220.

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

As at December 31, 2024, we had availed unsecured loans aggregating to ₹ 14.56 lakhs from banks and other financial institutions. The unsecured loans our Company have availed are repayable on demand. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to acceleration of payments under such credit facilities, which may have a material adverse effect on our business, cash flows and financial conditions. For further information regarding our loans, please see “*Financial Indebtedness*” on page 220.

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

As at December 31, 2024, we had total fund based outstanding financial indebtedness of ₹ 1,466.48 lakhs. Our existing operations and execution of our business strategy may require substantial capital resources and we may incur additional debt to finance these requirements in the future. However, we may be unable to obtain sufficient financing on terms satisfactory to us, or at all. If interest rates increase it will be difficult to obtain credit. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations, any future expansion plans that we may have and our ability to complete such expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

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

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

Our Promoters, members of promoter group have mortgaged their properties and provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these properties or guarantees are revoked by promoters,

members of promoter group, the lenders for such facilities may require alternate properties as mortgages/guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative properties/guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition. For more information, please see the chapter titled “*Financial Indebtedness*” beginning on page 220.

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

In addition to regular remuneration or benefits and reimbursement of expenses, our promoters and promoter group members are otherwise interested in our Company. This interest is to the extent of their shareholding in our Company, their rights to the extent of any dividends, repayment of unsecured loans Company availed from our promoters, and their rights in relation to interest payment on unsecured loans by them to our Company. We cannot assure you that our promoters and promoter group members will exercise their rights as Shareholders to the benefit and best interest of our Company. As Shareholders of our Company, our promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our promoters and promoter group members of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management*”, “*Our Promoters and Promoter Group- Interests of Our Promoters*” and “*Restated Financial Information - Related Party Disclosure – Annexure –3I*” on pages 166, 182 and 188 respectively.

46. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*

As on date, we have not made any alternate arrangements for the objects of the Issue. 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 Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “*Objects of the Issue*” beginning on page 86.

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

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 5,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds and our company will have full discretion in respect of issue proceeds. However, audit committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue and as per regulation 262(5) of SEBI ICDR regulations 2018, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 187.

49. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Draft Red Herring Prospectus.*

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “Industry Overview” beginning on page 101 of this Draft Red Herring Prospectus. Due to possibly flawed 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, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

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

| Sr. No. | Name | No of Equity Shares held | Average cost of Acquisition (in ₹) * |
|------------------|-------------------|--------------------------|--------------------------------------|
| Promoters | | | |
| 1. | Manoj Kumar Singh | 63,61,938 | 0.19 |
| 2. | Sandhya Singh | 3,88,008 | 0.28 |
| 3. | Ananya Singh | 09 | 24.44 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated February 12, 2025.

53. We have issued Equity Shares during the last one year at a price below the Issue Price.

Our Company had issued Bonus shares of 52,50,000 equity shares on October 09, 2024 in the ratio of then exiting shareholding in the last 12 months which may be at lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions, and passage of time. For further details, see “Capital Structure” on page 75.

54. The Promoters and Executive Directors of our Company do not have experience of being a director of a public listed company.

The Promoters and Executive Directors of our Company do not have the experience of having held directorship of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large

that is associated with being a listed company. As a listed company, our Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited half yearly reports with respect to its business and financial condition. If our Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies.

Further, as a publicly listed company, our Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of Directors of our Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

EXTERNAL RISKS

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

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

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

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

Natural disasters (such as typhoons, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity, and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS- CoV-2 virus and the monkeypox virus. A worsening of the current outbreak of the COVID-19 pandemic or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

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

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

58. *Financial instability in other countries may cause increased volatility in Indian financial markets.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

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

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

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

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of clients in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

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

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

Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares. Further, the market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- Half yearly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

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

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

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

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

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

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

64. *Our Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for our Equity Shares. Further, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.*

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

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

65. *There is no guarantee that our Equity Shares will be listed on the BSE in a timely manner or at all and any trading closure at stock exchange may adversely affect the trading price of our Equity Shares. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.*

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

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

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares including to comply with minimum public shareholding norms applicable to listed companies in India or, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors’ shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect

the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

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

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

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

Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed Company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards, i.e., IND (AS) and for future periods.

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

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

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

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

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

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

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

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

70. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Individual Investors are not permitted to withdraw their Bids after Bid/ Issue Closing Date.*

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity

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

SECTION IV – INTRODUCTION

THE ISSUE

| PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS | |
|--|---|
| Equity Shares Issued ⁽¹⁾⁽²⁾ | Up to 24,96,000, Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] /- per Equity Share aggregating ₹ [●] Lakhs. |
| <i>Out of which: *</i> | |
| Issue Reserved for the Market Maker | Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs. |
| Net Issue to the Public | Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs. |
| <i>Out of which: *</i> | |
| (A) QIB Portion ⁽³⁾ | Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs. |
| <i>Of which:</i> | |
| (1) Anchor Investor Portion ⁽⁴⁾ | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs. |
| (2) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed) | [●] Equity Shares aggregating to ₹ [●] Lakhs. |
| <i>Of which:</i> | |
| (1) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs. |
| (2) Balance of QIB Portion for all QIBs including Mutual Funds | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs. |
| (B) Non-Institutional Portion ⁽³⁾ | Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs. |
| (C) Individual Investor Portion ⁽³⁾ | Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs. |
| Pre and Post – Issue Equity Shares | |
| Equity shares outstanding prior to the Issue | 67,50,000 Equity Shares of face value of ₹10/- each fully paid-up. |
| Equity shares outstanding after the Issue | Up to [●] Equity Shares of face value of ₹10/- each fully paid-up. |
| Use of Net Proceeds | Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 86. |

**Subject to finalization of the Basis of Allotment.*

Notes:

- The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (1) of SEBI ICDR Regulations and amendments thereto read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.*
- The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on January 02, 2025 and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General meeting held on January 23, 2025.*
- The SEBI ICDR Regulation, 2018, permits the issue of securities to the public through the Book Building Process, which states that not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size and Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs. Under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors’ category the, allotment to each Non-Institutional*

Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations 2018. Not more than 50% of the Net Issue shall be allotted to QIBs, subject to valid Bids being received at or above the Issue Price.

4. *Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investors Allocation Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. 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. For further information, see "Issue Procedure" on page 279.*

Subject to valid bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company and in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and Subject to the availability of shares in non-institutional investors' category, the allotment to Non- Institutional Investors shall be more than two lots which shall not be less than the minimum application size in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Financial Information. The restated financial information presented below may differ in certain significant respects from financial statements prepared in accordance with generally accepted accounting principles in other countries, including IFRS. The summary financial information presented below should be read in conjunction with "Restated Financial Information", including the notes and annexures thereto, on page 188 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 222. Financial information for the period ended December 31, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

Annexure - 1: Restated Statement of Assets and Liabilities

(₹ in Lakhs)

| Particulars | Annex. No. | As at 31st December, 2024 | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2022 |
|---|------------|---------------------------|------------------------|------------------------|------------------------|
| I. Equity and Liabilities | | | | | |
| (1) Shareholders' Funds | | | | | |
| (a) Share Capital | 5 | 675.00 | 150.00 | 150.00 | 150.00 |
| (b) Reserve & Surplus | 6 | 800.29 | 668.46 | 124.63 | 58.73 |
| (2) Share application money pending allotment | | 0.00 | 0.00 | 0.00 | 0.00 |
| (3) Non-current Liabilities | | | | | |
| (a) Long term borrowings | 7 | 50.52 | 28.29 | 245.58 | 529.58 |
| (b) Deferred tax liabilities (Net) | | 0.00 | 0.00 | 0.00 | 0.00 |
| (d) Long term provisions | 8 | 38.13 | 33.65 | 24.65 | 16.57 |
| (4) Current Liabilities | | | | | |
| (a) Short term borrowings | 9 | 1,415.97 | 1,074.75 | 444.13 | 271.08 |
| (b) Trade payables | 10 | | | | |
| (A) Total outstanding dues of micro and small enterprises | | 0.00 | 0.00 | 0.00 | 0.00 |
| (B) Total outstanding dues of creditors other than micro and small enterprise | | 4,195.98 | 1,028.69 | 718.95 | 1,467.35 |
| (c) Other current liabilities | 11 | 172.93 | 175.03 | 961.90 | 322.78 |
| (d) Short term provisions | 12 | 231.53 | 189.30 | 28.77 | 16.01 |
| Total | | 7,580.36 | 3,348.15 | 2,698.61 | 2,832.10 |
| II. Assets | | | | | |
| (1) Non-current Assets | | | | | |
| (a) Property, Plant and Equipment and Intangible assets | | | | | |
| (i) Property, Plant and Equipment | 13 | 107.32 | 66.03 | 75.00 | 65.10 |
| (ii) Intangible assets | | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Capital WIP | | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Intangible assets under development | | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Non-current investments | | 0.00 | 0.00 | 0.00 | 0.00 |
| (c) Deferred tax assets (net) | 14 | 24.06 | 24.31 | 20.68 | 17.34 |
| (d) Long term loans and advances | 15 | 118.73 | 50.48 | 37.31 | 27.28 |
| (e) Other non-current assets | 16 | 2.93 | 2.58 | 2.58 | 2.58 |
| (2) Current Assets | | | | | |
| (a) Current investments | | 0.00 | 0.00 | 0.00 | 0.00 |

| Particulars | Annex. No. | As at 31st December, 2024 | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2022 |
|-----------------------------------|-----------------------|--|---------------------------------------|---------------------------------------|---------------------------------------|
| (b) Inventories | 17 | 1,256.82 | 823.99 | 244.99 | 279.88 |
| (c) Trade receivables | 18 | 5,551.33 | 2,071.64 | 1,106.42 | 2,231.63 |
| (d) Cash and cash equivalents | 19 | 181.97 | 66.53 | 237.94 | 108.48 |
| (e) Short-term loans and advances | 20 | 337.21 | 242.60 | 973.70 | 99.81 |
| (f) Other current assets | | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | | 7,580.36 | 3,348.15 | 2,698.61 | 2,832.10 |

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Annexure - 2: Restated Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | Annex No | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|-----------------|---|--|--|--|
| I. Revenue from operations: | 21 | 8,941.63 | 8,990.74 | 7,011.39 | 5,628.95 |
| II. Other business/ operating income: | 22 | 1.41 | 12.86 | 32.22 | 14.49 |
| III. Total Income (I + II) | | 8,943.04 | 9,003.60 | 7,043.60 | 5,643.44 |
| IV. Expenses: | | | | | |
| Cost of material consumed | 23 | 7,063.01 | 7,330.41 | 5,841.20 | 4,961.28 |
| Employee benefit expense | 24 | 505.82 | 497.70 | 658.39 | 363.84 |
| Finance Costs | 25 | 106.30 | 85.98 | 111.26 | 69.82 |
| Depreciation and Amortization Expense | 26 | 24.20 | 28.37 | 29.64 | 16.37 |
| Other Expenses | 27 | 359.65 | 331.77 | 312.03 | 190.91 |
| Total Expenses (IV) | | 8,058.99 | 8,274.24 | 6,952.52 | 5,602.22 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | | 884.05 | 729.36 | 91.09 | 41.22 |
| VI. Exceptional Items | | 0.00 | 0.00 | 0.00 | 0.00 |
| VII. Profit before extraordinary items and tax (V- VI) | | 884.05 | 729.36 | 91.09 | 41.22 |
| VIII. Extraordinary Items | | 0.00 | 0.00 | 0.00 | 0.00 |
| IX. Profit before tax (VII - VIII) | | 884.05 | 729.36 | 91.09 | 41.22 |
| X. Tax Expense: | | | | | |
| (1) Current Tax | | 226.98 | 189.16 | 28.52 | 15.74 |
| (2) Deferred Tax | 28 | 0.24 | -3.63 | -3.34 | -3.80 |
| (3) Current Tax adjustment of earlier years | | 0.00 | 0.00 | 0.00 | 0.00 |
| XI. Profit(Loss) from the period from continuing operations (IX - X) | | 656.83 | 543.83 | 65.91 | 29.29 |
| XII. Profit/(Loss) from discontinuing operations | | 0.00 | 0.00 | 0.00 | 0.00 |
| XIII. Tax expense of discontinuing operations | | 0.00 | 0.00 | 0.00 | 0.00 |
| XIV. Profit/(Loss) from discontinuing operations after tax (XII - XIII) | | 0.00 | 0.00 | 0.00 | 0.00 |
| XV. Profit/(Loss) for the period (XI + XIV) | | 656.83 | 543.83 | 65.91 | 29.29 |
| XVI. Earning Per Equity Share: | | | | | |
| (1) Basic | | 9.73 | 8.06 | 0.98 | 0.43 |
| (2) Diluted | | 9.73 | 8.06 | 0.98 | 0.43 |

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Annexure - 3: Restated Statement of Cash Flow

(₹ in Lakhs)

| Particulars | As at 31st December, 2024 | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2022 |
|---|---------------------------------|------------------------------|------------------------------|------------------------------|
| (A) Cash Flow from Operating Activities | | | | |
| Restated Net Profit Before Tax and Extraordinary items | 884.05 | 729.36 | 91.09 | 41.22 |
| <u>Adjustments For:</u> | | | | |
| Gratuity Provision | 4.60 | 9.13 | 8.26 | 16.84 |
| (Interest Received) | -1.43 | -3.47 | -1.98 | -2.19 |
| Income-tax/Prior Year Adjustment | 0.00 | 0.00 | 0.00 | 0.00 |
| (Profit on sale of fixed assets) | 0.00 | 0.00 | 0.00 | 0.00 |
| Interest and Finance Charges Paid | 106.30 | 85.98 | 111.26 | 69.82 |
| Depreciation | 24.20 | 28.37 | 29.64 | 16.37 |
| Operating profit before working capital changes | 1017.72 | 849.38 | 238.27 | 142.06 |
| <u>Changes in Working Capital</u> | | | | |
| (Increase)/Decrease in Trade Receivables | -3,479.69 | -965.22 | 1125.22 | -1,600.21 |
| (Increase)/Decrease in Inventories | -432.83 | -579.00 | 34.90 | -11.99 |
| (Increase)/Decrease in Short Term Loans and Advances | -91.02 | 882.55 | -857.14 | 78.89 |
| (Increase)/Decrease in Long Term Loans and Advances | -68.25 | -13.17 | -10.03 | -27.28 |
| (Increase)/Decrease in Non-Current Assets | -0.35 | 0.00 | 0.00 | -2.58 |
| Increase/(Decrease) in Trade Payables | 3,167.29 | 309.74 | -748.40 | 1,104.73 |
| Increase/(Decrease) in other Current liabilities | -2.10 | -786.86 | 639.12 | 240.52 |
| Increase/(Decrease) in Short Term Provisions | 4.31 | 0.00 | 0.00 | 0.00 |
| Cash Generated from / (used in) operating activities | 115.10 | -302.59 | 421.93 | -75.85 |
| Less: Income Tax paid | -192.74 | -180.22 | -32.70 | -6.74 |
| Cash Flow before extraordinary items | -77.64 | -482.81 | 389.23 | -82.59 |
| Extraordinary items | 0.00 | 0.00 | 0.00 | 0.00 |
| Net cash generated from / (used in) Operating Activities.....A | -77.64 | -482.81 | 389.23 | -82.59 |
| (B) Cash Flow from Investing Activities | | | | |
| Interest Received | 1.43 | 3.47 | 1.98 | 2.19 |
| (Purchase)/Sale of Tangible Fixed Assets | -65.50 | -19.40 | -39.54 | -35.49 |
| Sale of Tangible Fixed Assets | 0.00 | 0.00 | 0.00 | 0.00 |
| Net cash generated from / (used in) Investing Activities.....B | -64.06 | -15.93 | -37.56 | -33.30 |
| (C) Cash Flow from financing Activities | | | | |
| Proceeds from issue of Share Capital | 0.00 | 0.00 | 0.00 | 0.00 |
| Capital introduced | 0.00 | 0.00 | 0.00 | 0.00 |
| Proceeds of Short Term Borrowings | 521.42 | 856.52 | 126.91 | 15.12 |
| Repayment of Short Term Borrowings | 0.00 | -142.02 | 0.00 | -185.93 |
| Proceeds of Long Term Borrowings | 30.98 | 0.00 | 1.56 | 440.05 |
| Repayment of Long Term Borrowings | -188.95 | -301.18 | -239.42 | -25.00 |
| Interest and Finance Charges Paid | -106.30 | -85.98 | -111.26 | -69.82 |
| Dividend & tax thereon | 0.00 | 0.00 | 0.00 | 0.00 |

| Particulars | As at 31st December, 2024 | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2022 |
|---|--|---------------------------------------|---------------------------------------|---------------------------------------|
| Increase/(Decrease) in Share Application Money | 0.00 | 0.00 | 0.00 | 0.00 |
| Net cash generated from / (used in) Financing Activities.....C | 257.15 | 327.33 | -222.20 | 174.42 |
| | | | | |
| Net increase in cash and cash equivalents (A+B+C) | 115.44 | -171.41 | 129.46 | 58.53 |
| | | | | |
| Cash and cash equivalents at the beginning | 66.53 | 237.94 | 108.48 | 49.95 |
| Cash and cash equivalents at the end | 181.97 | 66.53 | 237.94 | 108.48 |

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GENERAL INFORMATION

REGISTERED OFFICE OF OUR COMPANY

Purple Wave Infocom Limited

Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor,
Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka,
South West Delhi, New Delhi, Delhi, India, 110078.

Tel No: +91 9289102671

Email: investors@purplewave.in

Website: <https://www.purplewave.in/>

CIN: U72300DL2007PLC170537

Registration Number: 170537

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 162.

REGISTRAR OF COMPANIES

Registrar of Companies, Delhi

4th Floor, IFCI Tower, 61,
Nehru Place, New Delhi-110019

Tel No: 011-26235703

Email: mca.delhi@mca.gov.in

Website: www.mca.gov.in

BOARD OF DIRECTORS

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

| Name | Designation | DIN | Residential Address |
|-------------------------|------------------------------------|----------|--|
| Manoj Kumar Singh | Chairman & Managing Director | 00036674 | Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017. |
| Sandhya Singh | Whole Time Director | 01238745 | Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017. |
| Ananya Singh | Executive Director | 09007941 | Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017. |
| Sandeep Kumar Likhmania | Non-Executive Independent Director | 03592714 | UGF-D Plot No. 67 and 68, Shakti Enclave, Burari, North Delhi, Delhi, 110084. |
| Sri Kant | Non-Executive Independent Director | 06951400 | Flat No. 1001, Tower A, Near DPS School, Apex the Kremlin, Siddharth Vihar, Ghaziabad, Uttar Pradesh, 201009. |
| Satendra Kumar Goyal | Non-Executive Independent Director | 08767544 | AE-50, Tagore Garden, Tagore Garden SC, West Delhi, Delhi, 110027. |

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 166.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Shivani Gupta is our Company Secretary and Compliance Officer. The contact details are as follows:

Shivani Gupta

Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor,
Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka,
South West Delhi, New Delhi, Delhi, India, 110078.

Tel No: +91 9289102671

Email: investors@purplewave.in

Website: www.purplewave.in

Investor grievances:

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

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

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

LEGAL ADVISOR TO THE ISSUE

Asha Agarwal & Associates

118, Shila Vihar, Gokulpura,

Kalwar Road, Jhotwara,

Jaipur – 302 012, Rajasthan, India

Tel No: +91 99509 33137

Email: ashaagarwalassociates@gmail.com

Contact Person: Ms. Asha Agarwal

License: 75654/R/38/2016

BANKERS TO THE COMPANY

Canara Bank Limited

No. 269-270, Okhla Phase – 3 Near Okhla Fruit
& Vegetable Market, New Delhi – 110020

Tel No: 011-26842309

Email: cb0348@canarabank.com

Website: www.canarabank.com

Contact Person: Ruchin Khare

SEBI Registration No.: INBI00000019

BOOK RUNNING LEAD MANAGER

Smart Horizon Capital Advisors Private Limited

(Formerly Known as Shreni Capital Advisors Private Limited)

B/908, Western Edge II, Kanakia Space,

Behind Metro Mall, off Western Express Highway,

Magathane, Borivali East, Mumbai – 400066, Maharashtra, India.

Tel No: 022-28706822

Email: director@shcapl.com

Website: www.shcapl.com

Investor Grievance E-mail: investor@shcapl.com

Contact Person: Mr. Parth Shah
SEBI Registration No.: INM000013183

REGISTRAR TO THE ISSUE

Maashitla Securities Private Limited

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

Tel No: 011-47581432

Email: investor.ipo@maashitla.com

Website: www.maashitla.com

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

Contact Person: Mr. Mukul Agrawal

SEBI Registration Number: INR000004370

STATUTORY AUDITOR OF OUR COMPANY

M/s. Andros & Co., Charters Accountants,

901, 9th Floor, Tower 1, Pearls Omaxe,
Plot B-1 Netaji Subhash Place (NSP),
Pitampura, New Delhi, 110034

Tel No.: +91 9560438787

Email: cabhavukgarg@gmail.com

Contact Person: Bhavuk Garg

Membership No.: 502310

Firm Registration No.: 008976N

Peer Review Registration No.: 019517

PEER REVIEWED AUDITORS OF OUR COMPANY

M/s M B JAJODIA & ASSOCIATES,

Chartered Accountants,
901, Aryan Workspaces-2, Near Navkar Public,
School, Gulbai Tekra Road,
Ahmedabad-380006,
Gujarat, India.

Tel No.: +91 79-40033502

Email: mbjajodia.associates@gmail.com

Contact Person: CA Manoj Jajodia & CA Rushita Jajodia

Firm Registration No.: 0139647W

Peer Review No: 015630

M/s. M B Jajodia & Associates, Chartered Accountants hold a peer review certificate effective from dated July 19, 2023 issued by the Institute of Chartered Accountants of India.

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

*[●]

SYNDICATE MEMBER

*[●]

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

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited) is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities

in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

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

SELF-CERTIFIED SYNDICATE BANKS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SYNDICATE SCSB BRANCHES

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

REGISTERED BROKERS

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

REGISTERED BROKERS

Bidders can submit ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com> , respectively, as updated from time to time.

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and

e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchange at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx, and on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

This being an Issue of Equity Shares, credit rating is not required.

IPO GRADING

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

DEBENTURE TRUSTEES

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

MONITORING AGENCY

Since our Issue size does not exceed ₹ 50.00 Crore, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue and as per regulation 262(5) of SEBI ICDR Regulations 2018, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

APPRAISING ENTITY

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

FILING OF THE DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS

The Draft Red Herring Prospectus shall be filed on BSE SME through the BSE Listing portal at <https://listing.bseindia.com/home.htm> and will also be filed with BSE at the following address.

BSE SME

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India

Tel No: 022 – 2272 1233/34

Website: www.bseindia.com

Pursuant to Regulation 247(1) of SEBI (ICDR) Regulations, 2018, the Draft Red Herring Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus filed with BSE, by hosting it on our Company’s website, BSE SME’s website and Book Running Lead Manager’s website on www.shcapl.com.

Pursuant to Regulation 247(2) of SEBI (ICDR) Regulations, 2018, Our Company shall, within two working days of filing the Draft Red Herring Prospectus with BSE SME Exchange, make a public announcement in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Hindi daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus.

Pursuant to Regulation 247(3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager shall, after expiry of the period stipulated in sub-regulation (1), file with the BSE SME, details of the comments received by them or the issuer from the public, on the Draft Red Herring Prospectus, during that period and the consequential changes, if any, that are required to be made in the Draft Red Herring Prospectus.

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>, at least (3) three working days prior from the date of opening of the issue and a copy of Prospectus to be filed under Section 26 & 32 of the companies Act, 2013 will be filed to RoC through the electronic portal at <http://www.mca.gov.in>.

TYPE OF ISSUE

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

BOOK BUILDING PROCESS

Book building, in the context of the issue, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided by our company in consultation with the Book Running Lead Manager, and will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all editions of the Regional daily newspaper, [●], (Hindi being the regional language of Delhi, where our Registered Office is located) each with wide circulation at least two Working Days prior to the Bid/issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective website. The Issue price shall be determined by our company in consultation with the Book Running Lead Manager, after the Bid/Issue Closing Date. For details, see “*Issue Procedure*” beginning on page 279.

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

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

Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue. For further details, see “*Terms of the Issue*”, “*Issue Structure*” and “*Issue Procedure*” beginning on pages 264, 274 and 279 respectively.

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

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

UNDERWRITING AGREEMENT

This Issue is [●] % Underwritten by Smart Horizon Capital Advisors Private Limited (*Formerly known as Shreni Capital Advisors Private Limited*) in the capacity of Underwriter to the Issue. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

(₹ in Lakhs)

| Details of the Underwriter | No. of Equity Shares Underwritten* | Amount Underwritten# | % of total Issue size underwritten |
|---|------------------------------------|----------------------|------------------------------------|
| Smart Horizon Capital Advisors Private Limited <i>(Formerly Known as Shreni Capital Advisors Private Limited)</i> B/908, Western Edge II, Kanakia Space, Behind Metro Mall, off Western Express Highway, Magathane, Borivali East, Mumbai – 400066, Maharashtra, India. Tel No: 022-28706822 Email: director@shcapl.com Website: www.shcapl.com Investor Grievance mail: investor@shcapl.com Contact Person: Mr. Parth Shah SEBI Registration No.: INM000013183 | Up to 24,96,000* | [●] | 100.00% |
| Total | Up to 24,96,000* | [●] | 100.00% |

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

#To be updated in Prospectus at the time of filing with RoC.

In accordance with Regulation 260(2) of the SEBI ICDR Regulations and amendments thereto, the Book Running Lead Manager to the Issue shall underwrite at least 15% of the total Issue Size. In the opinion of the Board of Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

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

CHANGES IN AUDITORS

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

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

EXPERTS TO THE ISSUE

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

Our Company has received written consent from Peer Reviewed Auditor namely, M/s. M B Jajodia & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements for the period ending on December 31, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 dated April 21, 2025 and the Statement of Possible Tax Benefits dated May 10, 2025 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

MARKET MAKER

*[●]

**The Market Maker shall be appointed prior to filing of the Red Herring Prospectus with the ROC.*

DETAILS OF THE MARKET MAKING AGREEMENT

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

[●], registered with BSE 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 BSE and SEBI in this matter from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of BSE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●]/- per share the minimum application lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by BSE from time to time).
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.

10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
12. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
13. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
14. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
15. **Risk containment measures and monitoring for Market Maker:** BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
16. **Punitive Action in case of default by Market Maker:** BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
17. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:
 - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

18. The following spread will be applicable on the BSE SME:

| Sr. No. | Market Price Slab (in ₹) | Proposed spread (in % to sale price) |
|---------|--------------------------|--------------------------------------|
| 1. | Up to 50 | 9 |
| 2. | 50 to 75 | 8 |
| 3. | 75 to 100 | 7 |
| 4. | Above 100 | 6 |

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

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

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

CAPITAL STRUCTURE

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

(₹ in lakhs except share data)

| Sr. No. | Particulars | Aggregate Value at Face Value | Aggregate Value at Issue Price* |
|-----------|---|-------------------------------|---------------------------------|
| A. | Authorized Share Capital | | |
| | 1,00,00,000 Equity Shares of face value of ₹10/- each. | 1,000.00 | - |
| B. | Issued, Subscribed and Paid-Up Equity Capital before the Issue | | |
| | 67,50,000 Equity Shares of face value of ₹10/- each. | 675.00 | - |
| C. | Present Issue in Terms of this Draft Red Herring Prospectus ⁽¹⁾ | | |
| | Issue of up to 24,96,000 Equity Shares of face value of ₹10/- each aggregating up to ₹ [●] Lakhs. | Up to 249.60 | [●] |
| | Which Includes: | | |
| | Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●]/- per Equity Share reserved as Market Maker Portion. | [●] | [●] |
| | Net issue to Public of Up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] /- per Equity Share to the Public. | [●] | [●] |
| | Of Which | | |
| | At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Individual Investors | [●] | [●] |
| | At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors | [●] | [●] |
| | Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five percent of which shall be allocated to mutual funds. | [●] | [●] |
| D. | Issued, Subscribed and Paid-Up Capital After the Issue* | | |
| | Up to [●] Equity Shares of face value of ₹10/- each. | [●] | - |
| E. | Securities Premium Account | | |
| | Before the Issue | | Nil |
| | After the Issue* | | [●] |

*To be included upon finalisation of Issue Price.

⁽¹⁾ The Issue has been authorized by our Board pursuant to resolutions passed at its meetings held on January 02, 2025 and by our Shareholders pursuant to a special resolution passed at their Extra Ordinary General Meeting held on January 23, 2025.

CLASS OF SHARES

As on the date of Draft Red Herring Prospectus, our Company has only one class of share capital i.e., Equity Shares of ₹10/- each. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

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

- a) The initial authorized share capital of ₹ 15,00,000 /- divided into 1,50,000 Equity Shares of ₹10/- each.
- b) The Authorized Share Capital was increased from ₹ 15,00,000/- divided into 1,50,000 Equity Shares of ₹10/- each to ₹ 2,00,00,000/- divided into 20,00,000 equity shares of ₹10/- each vide Shareholders' Resolution dated February 22, 2022.

- c) The Authorized Share Capital was increased from ₹ 2,00,00,000 /- divided into 20,00,000 Equity Shares of ₹10/- each to ₹ 10,00,00,000 /- divided into 1,00,00,000 equity shares of ₹10/- each vide Shareholders' Resolution dated June 26, 2024.

2. Equity Share Capital History of our Company

Our company is in compliance with The Companies Act, 2013, to the extent applicable, with respect to issuance of specified securities since inception till the date of filing of Draft Red Herring Prospectus.

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

| Date of Allotment | No. of Equity Shares allotted | Face Value (₹) | Issue Price (₹) | Nature of Consideration | Nature of Allotment | Cumulative No. of Equity Shares | Cumulative Paid-Up Equity Shares Capital (₹) |
|--------------------|-------------------------------|----------------|-----------------|-------------------------|------------------------------------|---------------------------------|--|
| Upon Incorporation | 20,000 | 10/- | 10/- | Cash | Subscription to MOA ⁽ⁱ⁾ | 20,000 | 2,00,000 |
| March 31, 2010 | 5,000 | 10/- | 120/- | Cash | Further Issue ⁽ⁱⁱ⁾ | 25,000 | 2,50,000 |
| March 31, 2013 | 4,000 | 10/- | 150/- | Cash | Further Issue ⁽ⁱⁱⁱ⁾ | 29,000 | 2,90,000 |
| March 25, 2022 | 14,71,000 | 10/- | Nil | Other than Cash | Bonus Issue ^(iv) | 15,00,000 | 1,50,00,000 |
| October 09, 2024 | 52,50,000 | 10/- | Nil | Other than Cash | Bonus Issue ^(v) | 67,50,000 | 6,75,00,000 |

- (i) Initial Subscribers to the Memorandum of Association subscribed 20,000 Equity shares of ₹10/- each, details of which are given below:

| Sr. No | Names of Person | Face Value (₹) | Issue Price (₹) | Nature of Allotment | No. of Shares Allotted |
|--------|-------------------|----------------|-----------------|---------------------|------------------------|
| 1. | Manoj Kumar Singh | 10/- | 10/- | Subscription to MOA | 19,000 |
| 2. | Sandhya Singh | 10/- | 10/- | | 1,000 |
| | Total | | | | 20,000 |

- (ii) Further Issue of 5,000 Equity Shares of face value of ₹10/- each fully paid at an Issue Price of ₹120/- each, details of which are given below:

| Sr. No | Names of Person | Face Value (₹) | Issue Price (₹) | Nature of Allotment | No. of Shares Allotted |
|--------|-----------------------------------|----------------|-----------------|---------------------|------------------------|
| 1. | Tarini Enterprise Private Limited | 10/- | 120/- | Further Issue | 5,000 |
| | Total | | | | 5,000 |

- (iii) Further Issue of 4,000 Equity Shares of face value of ₹10/- each fully paid at an Issue Price of ₹150/- each, details of which are given below:

| Sr. No | Names of Person | Face Value (₹) | Issue Price (₹) | Nature of Allotment | No. of Shares Allotted |
|--------|-------------------|----------------|-----------------|---------------------|------------------------|
| 1. | Manoj Kumar Singh | 10/- | 150/- | Further Issue | 3,333 |
| 2. | Sandhya Singh | 10/- | 150/- | | 667 |
| | Total | | | | 4,000 |

- (iv) Bonus Issue of 14,71,000 Equity Shares of face value of ₹10/- each fully paid in the ratio of existing shareholding, details of which are given below:

| Sr. No | Names of Person | Face Value (₹) | Issue Price (₹) | Nature of Allotment | No. of Shares Allotted |
|--------|-------------------|----------------|-----------------|---------------------|------------------------|
| 1. | Manoj Kumar Singh | 10/- | Nil | Bonus Issue | 13,86,443 |
| 2. | Sandhya Singh | 10/- | Nil | | 84,557 |

| Sr. No | Names of Person | Face Value (₹) | Issue Price (₹) | Nature of Allotment | No. of Shares Allotted |
|--------|-----------------|----------------|-----------------|---------------------|------------------------|
| | Total | | | | 14,71,000 |

(v) Bonus Issue Allotment of 52,50,000 Equity Shares face value of ₹10/- each fully paid in the ratio of 3.5:1 i.e., 3.5 Bonus equity share for 1 each Equity Share held on September 05, 2024, details of which are given below:

| Sr. No | Name | Face Value (₹) | Issue Price (₹) | Nature of Allotment | No. of Equity Shares |
|--------|------------------------|----------------|-----------------|-----------------------------------|----------------------|
| 1. | Manoj Kumar Singh | 10/- | Nil | Bonus Issue in the ratio of 3.5:1 | 49,48,174 |
| 2. | Sandhya Singh | 10/- | Nil | | 3,01,784 |
| 3. | Ananya Singh | 10/- | Nil | | 7 |
| 4. | Hani Singh | 10/- | Nil | | 7 |
| 5. | Nikeeta Singh | 10/- | Nil | | 7 |
| 6. | Sanjeev Kumar | 10/- | Nil | | 7 |
| 7. | Ish Pratap Singh Jadon | 10/- | Nil | | 7 |
| 8. | Shakti Jadon | 10/- | Nil | | 7 |
| | Total | | | | 52,50,000 |

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

| Date of Allotment | Date of Board Resolution | Date of Shareholders Resolution | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment | Benefits accrued to company | Allottees | No. of Shares Allotted |
|-------------------|--------------------------|---------------------------------|----------------------|----------------|-----------------|----------------------|--------------------------------------|------------------------|------------------------|
| March 25, 2022 | March 01, 2022 | March 25, 2022 | 14,71,000 | 10/- | Nil | Bonus Issue | Capitalization of Reserves & Surplus | Manoj Kumar Singh | 13,86,443 |
| | | | | | | | | Sandhya Singh | 84,557 |
| October 09, 2024 | September 05, 2024 | September 30, 2024 | 52,50,000 | 10/- | Nil | Bonus Issue | Capitalization of Reserves & Surplus | Manoj Kumar Singh | 49,48,174 |
| | | | | | | | | Sandhya Singh | 3,01,784 |
| | | | | | | | | Ananya Singh | 7 |
| | | | | | | | | Hani Singh | 7 |
| | | | | | | | | Nikeeta Singh | 7 |
| | | | | | | | | Sanjeev Kumar | 7 |
| | | | | | | | | Ish Pratap Singh Jadon | 7 |
| | | | | | | | | Shakti Jadon | 7 |

4. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

7. Except as disclosed below, we have not issued any Equity Shares at a price that maybe below Issue price within last one year from the date of this Draft Red Herring Prospectus:

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment | Benefits accrued to company | Allottees | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|----------------------|--------------------------------------|------------------------|------------------------|
| October 09, 2024 | 52,50,000 | 10/- | Nil | Bonus Issue | Capitalization of Reserves & Surplus | Manoj Kumar Singh | 49,48,174 |
| | | | | | | Sandhya Singh | 3,01,784 |
| | | | | | | Ananya Singh | 7 |
| | | | | | | Hani Singh | 7 |
| | | | | | | Nikeeta Singh | 7 |
| | | | | | | Sanjeev Kumar | 7 |
| | | | | | | Ish Pratap Singh Jadon | 7 |
| Shakti Jadon | 7 | | | | | | |

8. Shareholding Pattern of our Company

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

| Category (I) | Category of shareholder (II) | Nos. of shareholders (III) | | No. of fully paid-up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | No. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | No. of Voting Rights held in each class of securities (IX)* | | | No. of Underlying Outstanding convertible securities | Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) | Number of Locked in shares (XII) | | Number of Shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized form (XIV) |
|--------------|------------------------------|----------------------------|-----------|--|--|---|--|---|---|-------------------------|------------|--|---|----------------------------------|--------|---|---|---|
| | | Class-Equity | Class | | | | | | Total | Total as a % of (A+B+C) | No (a) | | | As a % of total Shares | No (a) | As a % of total Shares | | |
| A | Promoters & Promoter group | 3 | 67,49,955 | - | - | 67,49,955 | 100% | 67,49,955 | - | 67,49,955 | 100% | - | 100% | - | - | - | - | 67,49,955 |
| B | Public | 5 | 45 | - | - | 45 | Negligible | 45 | - | 45 | Negligible | - | Negligible | - | - | - | - | 45 |
| C | Non-Promoters Non-Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C1 | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| Category (I) | Category of shareholder (II) | Nos. of shareholders (III) | No. of fully paid-up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | No. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX)* | | | No. of Underlying Outstanding convertible securities | Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) | Number of Locked in shares (XII) | | Number of Shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized form (XIV) |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|--|------------------|----------------|--|---|----------------------------------|----------|---|----------|---|
| | | | | | | | | Class-Equity | Class | Total | | | Total as a % of (A+B+C) | No (a) | As a % of total Shares | No (a) | |
| C2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total | 8 | 67,50,000 | - | - | 67,50,000 | 100.00% | 67,50,000 | - | 67,50,000 | 100.00% | - | - | - | - | - | - | 67,50,000 |

Details of Public Shareholders

| S. No. | Name of the Shareholder | Number of Shares |
|--------|-------------------------|------------------|
| 1. | Hani Singh | 9 |
| 2. | Ish Pratap Singh Jadon | 9 |
| 3. | Nikeeta Swami | 9 |
| 4. | Sanjeev Kumar Bhadauria | 9 |
| 5. | Shakti Jadon | 9 |

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

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of then pre-Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1. | Manoj Kumar Singh | 63,61,938 | 94.25% |
| 2. | Sandhya Singh | 3,88,008 | 5.75% |
| | Total | 67,49,946 | 100.00% |

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

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of then pre-Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1. | Manoj Kumar Singh | 14,13,776 | 94.25% |
| 2. | Sandhya Singh | 86,224 | 5.75% |
| | Total | 15,00,000 | 100.00% |

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

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of then pre-Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1. | Manoj Kumar Singh | 14,13,776 | 94.25% |
| 2. | Sandhya Singh | 86,224 | 5.75% |
| | Total | 15,00,000 | 100.00% |

13. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of the pre- Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1. | Manoj Kumar Singh | 63,61,938 | 94.25% |
| 2. | Sandhya Singh | 3,88,008 | 5.75% |
| | Total | 67,49,946 | 100.00% |

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

16. Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold 100.00 % of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

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

| Date of Allotment / Transfer | Nature of Issue / Transaction | Nature of Consideration | No. of Equity Shares | Cumulative No. of Equity Shares | FV (₹) | Acquisition /Transfer Price (₹) | % of Pre-Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|------------------------------|--|-------------------------|----------------------|---------------------------------|--------|---------------------------------|-------------------------------------|--------------------------------------|
| Manoj Kumar Singh | | | | | | | | |
| On Incorporation | Subscription to MOA | Cash | 19,000 | 19,000 | 10/- | 10/- | 0.28% | [●]% |
| March 31, 2013 | Further Issue | Cash | 3,333 | 22,333 | 10/- | 150/- | 0.05% | [●]% |
| December 05, 2014 | Transfer from Tarini Enterprises Private Limited | Cash | 5,000 | 27,333 | 10/- | 110/- | 0.07% | [●]% |
| March 25, 2022 | Bonus Issue | Other than Cash | 13,86,443 | 14,13,776 | 10/- | Nil | 20.54% | [●]% |

| Date of Allotment / Transfer | Nature of Issue / Transaction | Nature of Consideration | No. of Equity Shares | Cumulative No. of Equity Shares | FV (₹) | Acquisition / Transfer Price (₹) | % of Pre-Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|------------------------------|------------------------------------|-------------------------|----------------------|---------------------------------|--------|----------------------------------|-------------------------------------|--------------------------------------|
| June 04, 2024 | Transfer to Ananya Singh | Cash | (2) | 14,13,774 | 10/- | 110/- | Negligible | [●]% |
| | Transfer to Hani Singh | Cash | (2) | 14,13,772 | 10/- | 110/- | Negligible | [●]% |
| | Transfer to Sanjeev Bhadauria | Cash | (2) | 14,13,770 | 10/- | 110/- | Negligible | [●]% |
| | Transfer to Ish Pratap Singh Jadon | Cash | (2) | 14,13,768 | 10/- | 110/- | Negligible | [●]% |
| | Transfer to Nikeeta Swami | Cash | (2) | 14,13,766 | 10/- | 110/- | Negligible | [●]% |
| | Transfer to Shakti Jadon | Cash | (2) | 14,13,764 | 10/- | 110/- | Negligible | [●]% |
| October 09, 2024 | Bonus Issue | Other than Cash | 49,48,174 | 63,61,938 | 10/- | Nil | 73.31% | [●]% |
| Total | | | 63,61,938 | 63,61,938 | | | 94.25% | [●]% |
| Sandhya Singh | | | | | | | | |
| On Incorporation | Subscription to MOA | Cash | 1,000 | 1,000 | 10/- | 10/- | 0.01% | [●]% |
| March 31, 2013 | Further Allotment | Cash | 667 | 1,667 | 10/- | 150/- | 0.01% | [●]% |
| March 25, 2022 | Bonus Issue | Other than Cash | 84,557 | 86,224 | 10/- | Nil | 1.25% | [●]% |
| October 09, 2024 | Bonus Issue | Other than Cash | 3,01,784 | 3,88,008 | 10/- | Nil | 4.47% | [●]% |
| Total | | | 3,88,008 | 3,88,008 | | | 5.75% | [●]% |
| Ananya Singh | | | | | | | | |
| June 04, 2024 | Transfer from Manoj Kumar Singh | Cash | 2 | 2 | 10/- | 110/- | Negligible | [●]% |
| October 09, 2024 | Bonus Issue | Other than Cash | 7 | 9 | 10/- | Nil | Negligible | [●]% |
| Total | | | 9 | 9 | | | Negligible | [●]% |

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.

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

| Category of Promoter | Pre-Issue | | Post-Issue | |
|-----------------------|------------------|------------------------|---------------|-------------------------|
| | No. of Shares | % of Pre-Issue Capital | No. of Shares | % of Post-Issue Capital |
| Promoters | | | | |
| Manoj Kumar Singh | 63,61,938 | 94.25% | [●] | [●]% |
| Sandhya Singh | 3,88,008 | 5.75% | [●] | [●]% |
| Ananya Singh | 09 | Negligible | [●] | [●]% |
| Total | 67,49,955 | 100.00% | [●] | [●]% |
| Promoter Group | | | | |
| NA | - | - | - | - |
| Total | 67,49,955 | 100.00% | [●] | [●]% |

18. We have 8 (Eight) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

19. There were no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives during last six months from the date of this Draft Red Herring Prospectus.
20. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.
21. **Promoters' Contribution and Lock-in details**

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

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of allotment in this Issue and the Promoters' shareholding in excess of 20% of the post Issue Equity Share capital of our Company shall be locked in as per Regulation 238(b) of the SEBI ICDR Regulations, 2018. As on date of this Draft Red Herring Prospectus, our Promoters hold 67,49,955 Equity Shares constituting [●] % of the Post Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

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

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

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

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of 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 locked-in do not, and shall not, consist of:

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

- Our Promoters are in compliance with the provision of lock-in shares as per SEBI ICDR Regulations.

Explanation- For the purpose of above regulation, it is clarified that the price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by the issuer.

Equity Shares held by Promoters in excess of Minimum Promoters' Contribution

Lock in of Equity Shares held by Promoters in excess of minimum promoters' contribution as per Regulation 238 of the SEBI ICDR Regulations and amendments thereto. Pursuant to Regulation 238(b) of the SEBI ICDR Regulations, 2018, the Equity Shares held by our Promoters and promoters' holding in excess of minimum promoters' contribution shall be locked as follows:

- Fifty percent of promoters' holding in excess of minimum promoters' contribution constituting [●] equity shares shall be locked in for a period of two years from the date of allotment in the initial public offer; and
- Remaining fifty percent of promoters' holding in excess of minimum promoters' contribution constituting [●] equity shares shall be locked in for a period of one year from the date of allotment in the initial public offer.

Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity share capital held by persons other than the promoters constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

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

Inscription or recording of non-transferability

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

Pledge of Locked in Equity Shares

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

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

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

Transferability of Locked in Equity Shares

- Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

- (b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
22. Neither the Company, nor its Promoters, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
 23. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
 24. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
 25. As on date of this Draft Red Herring Prospectus, there are no outstanding ESOP's, stock appreciation rights, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page 279 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (1) and (2) of SEBI ICDR Regulations, as amended from time to time.
 27. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
 28. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
 29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
 30. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
 31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this issue.
 32. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
 33. Our Promoters and Promoter Group will not participate in the Issue.
 34. There are no safety net arrangements for this Public Issue.
 35. Our Company has not issued any Compulsory Convertible Preference Share as on the date of this Draft Red Herring Prospectus:

36. Our Company has not issued any Debentures whether CCD's or NCD's as on the date of this Draft Red Herring Prospectus.
37. None of the public shareholders/investors of our Company is directly/indirectly related with our Book Running Lead Manager or their associates.
38. The Book Running Lead Manager is not Associated with our Company within the meaning of Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations and amendments thereto.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENT OF FUNDS

The Issue comprises of fresh issue of up to 24,96,000 Equity Shares by our Company aggregating to [●] Lakhs.

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

1. Funding capital expenditure requirements of our company towards purchasing an office space cum product display area;
2. Repayment/ prepayment of certain borrowings availed by our Company and
3. General corporate purpose.

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

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

ISSUE PROCEEDS

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

(₹ in Lakhs)

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

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

UTILISATION OF NET PROCEEDS

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

(₹ in Lakhs)

| Sr. No | Particulars | Estimated Amount | % of Gross Proceeds* | % of Net Proceeds* |
|--------|--|------------------|----------------------|--------------------|
| 1. | Funding capital expenditure requirements of our company towards purchasing an office space cum product display area. | 1,291.02 | [●] | [●] |
| 2. | Repayment/ prepayment of certain borrowings availed by our Company and | 1,000.00 | [●] | [●] |
| 3. | General corporate purposes*# | [●] | [●] | [●] |
| | Total* | [●] | [●] | [●] |

#The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018.

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

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

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

(₹ in lakhs)

| Sr. No. | Object | Amount to be financed from Net Proceeds | Estimated Utilization of Net Proceeds in F. Y. 2025-26 |
|---------|---|---|--|
| 1. | Funding capital expenditure requirements of our company towards purchasing an office space cum product display area | 1,291.02 | 1,291.02 |

| Sr. No. | Object | Amount to be financed from Net Proceeds | Estimated Utilization of Net Proceeds in F. Y. 2025-26 |
|---------|--|---|--|
| 2. | Repayment/ prepayment of certain borrowings availed by our Company and | 1,000.00 | 1,000.00 |
| 3. | General corporate purposes*# | [•] | [•] |
| | Total* | [•] | [•] |

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

The amount utilized for general corporate purpose shall not exceed fifteen percent of the gross proceeds of the Issue or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been verified or appraised by any bank, financial institution, or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, competition, contractual terms and conditions and negotiation with owners, variation in cost estimates and other external factors such as changes in the business environment and interest, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details in relation to the discretion available to our management in respect of use of the Net Proceeds and for further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “Risk Factors” on page 30.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned objects during Fiscal 2026. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws.

MEANS OF FINANCE

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

DETAILS OF THE OBJECTS OF THE ISSUE

1. Funding capital expenditure requirements of our company towards purchasing an office space cum product display area:

We have established our registered office on a rental commercial property situated Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. Further as on date of this Draft Red Herring Prospectus, our Company does not have any experience centre to showcase our extensive range of products. Hence, we intend to set up an office space cum product display area and raise fund for purchase of the office space for such set up. For further details in relation to the registered office as well as all other place of businesses as mentioned in ‘Our Properties’ under chapter titled “Our Business” on page 149 are taken on rent/lease basis by the Company.

In line with our strategic objectives and enhance workflow efficiency, we intend to set-up an office space cum product display area in Delhi. The premise identified by our Company is in the same building where our registered office is situated. The proposed office space cum product display area, situated at 3rd Floor, MNG Tower, Plot No. 1 & 2, Pocket A-2, Sector – 17, Dwarka, New Delhi, Delhi, 110078 (“Proposed office space cum product display area”) having approximately 4,392 sq. ft. carpet area. We propose to acquire the said property on ownership basis from Mithilesh Gupta and Geeta Gupta and has entered into an intent to sale agreement dated April 22, 2025.

We propose to deploy issue proceeds amounting to ₹ 1,291.02 Lakhs by acquiring property which will be used in setting up an additional office space cum product display area. This proposed expenditure will not only lead to creation of an asset for the Company but will also streamline and enhance the efficiency of business processes by consolidating resources in one location.

Objectives of capital expenditure towards setting up of an office space cum product display area:

Professional Presence: This will enhance Company’s credibility and image among clients, partners, and employees. Stakeholders can perceive professionalism and dedication from a dependable, owned office space cum product display area.

Long-Term Security: Owning office space plays a significant role in shaping and maintaining the professional image of the Company. Ownership provides stability by eliminating concerns related to lease renewals, potential rent increases, or eviction. This security allows the company to focus on its business operations without uncertain challenges.

Accumulating Asset Value: Having ownership of an office cum product display area permits the Company to increase its value gradually. This contrasts with renting, where payments contribute to a landlord’s asset but do not generate any ownership benefits for the tenant. Over time, as property values increase, the Company benefits from appreciation, which can enhance overall asset value.

Eliminates Rent Payments: By purchasing office space, the Company eliminates the rental payments, which can be a significant recurring expense. Over time, this helps free up funds that can be reinvested into other business operations. For instance, the Company is currently paying rent of ₹ 2,95,000 per month which is subject to increase every year for its registered office situated in the same building having area. 4392 sq. ft. By owning the proposed office space cum product display area, the Company will save such additional rent expenditures which will contribute to the growth of the Company.

Consolidation of Resources: Having an office space cum product display area on the same property allows for more efficient operations. Teams may collaborate and communicate better as a result of this close proximity, which could boost output and efficiency.

Customization: With ownership, the Company has the freedom to undertake renovations and improvements tailored to its operational needs. This customization is not typically feasible in rental agreements, where landlords may impose restrictions.

Enhance customer experience: Currently, our Company does not have any experience centre to showcase our extensive range of products. Hence, we intend to showcase our extensive range of products in the proposed office space cum product display area to enhance the customer experience. The display stock will include our latest products and solutions, enabling customers to have a hands-on experience with our offerings.

This investment decision will enhance stability and support growth of the company for long-term success.

Our Board in its meeting dated May 10, 2025 took note that an amount of ₹ 1,291.02 lakhs is proposed to be utilized towards funding capital expenditure requirements of our company towards purchasing an office space cum product display area from the Net Proceeds. The table below sets forth the break-up of the total estimated costs for setting up of the proposed office space cum product display area:

(₹ in lakhs)

| Description of the Property | Total Estimated Costs ^{\$} | Amount already incurred out of Internal Accruals* | Amount proposed to be funded from the Net proceeds | Carpet Area (Sq. ft.) | Date of intent to sale agreement | Name, address, and occupation of Owner |
|--|-------------------------------------|---|--|-----------------------|----------------------------------|--|
| 3 rd Floor, MNG Tower, Plot No. 1 & 2, Pocket A-2, Sector – 17, Dwarka, New Delhi, Delhi, 110078. | 1,296.02 | 5.00 | 1,291.02 | 4,392 sq. ft. | April 22, 2025 | Name: Mr. Mithilesh Gupta and Mrs. Geeta Gupta Address: Resident of: Janki House No. – 33, Sector-12A, Behind |

| Description of the Property | Total Estimated Costs ^{\$} | Amount already incurred out of Internal Accruals* | Amount proposed to be funded from the Net proceeds | Carpet Area (Sq. ft.) | Date of intent to sale agreement | Name, address, and occupation of Owner |
|-----------------------------|-------------------------------------|---|--|-----------------------|----------------------------------|--|
| | | | | | | Syndicate Bank Dwarka, New Delhi – 110075. Occupation: Business |
| Total | 1,296.02 | 5.00 | 1,291.02 | | | |

^{\$} Total Estimated cost includes stamp duty/legal/registration charges.

* Our Company has made payment of ₹ 5.00 lakhs from internal accruals towards acquisition of Office space cum product display area. As certified by our Statutory Auditors, by way of their certificates dated May 01, 2025.

Payment terms as per the intent to sale agreement dated April 25, 2025:

The 1st instalment of sum of amount of ₹ 250.00 lakhs to Mithilesh Gupta and ₹ 250.00 lakhs to Geeta Gupta shall be paid by before 30-09-2025 unless and otherwise the terms are revised. The total remaining amount of ₹ 791.02 lakhs shall be paid at the time of executing registered sale deed for the said property agreed to be sold.

Notes:

- The said property is free from all encumbrances and have clear title, post-acquisition of the said property, it will be registered in the name of our Company.
- The rates/purchase consideration may change due to factors including but not limited to market or economic conditions. In case of any increase in purchase consideration, the same will be funded by the company through internal accruals.
- Our Promoters, Directors and KMP, do not have any interest in abovementioned object and are not related to Mithilesh Gupta and Geeta Gupta from whom we propose to acquire such property.

Government and Other Approvals:

In relation to the proposed office space cum product display area, we are required to obtain certain approvals, which are routine in nature, from certain governmental or local authorities, the status of which is provided below:

| Sr. No. | List of Approvals | Stages when it is required |
|---------|--|--|
| 1. | Registration under Delhi Shops & Establishments Act, 1954 | Post purchase of property and before starting operations |
| 2. | Addition of additional place of business in GST Registration Certificate | |

Our Company shall submit necessary applications for obtaining these approvals, as applicable, at the relevant stages of setting up office space cum product display area in accordance with applicable law.

2. Prepayment or repayment, in part, of certain borrowings availed by our Company

As on December 31, 2024, our total outstanding fund-based borrowings amounted to ₹1,466.48 Lakhs. Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of cash credit facility, vehicle loans and other business loans from various lenders. For further details, see “*Financial Indebtedness*” on page 220.

Our Board in its meeting dated May 10, 2025 took note that an amount of ₹ 1,000.0 lakhs is proposed to be utilized towards full or partial repayment or pre-payment of certain borrowings availed from the lenders from the Net Proceeds. We believe that such repayment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid

from the Net Proceeds is mentioned below:

(₹ in Lakhs)

| Name of the lender | Nature of the borrowing | Sanctioned amount | Amount Outstanding as at May 15, 2025 | Rate of interest(%) | Date of Sanction | Prepayment Penalty | Repayment from the net proceeds of the issue |
|--------------------|------------------------------|-------------------|---------------------------------------|--------------------------------|------------------|--------------------|--|
| Canara Bank | OCC/ODBD for Working Capital | 1,500.00 | 1,399.50 | RLLR (9.25% p.a.) + 0.95% p.a. | 13.12.2024 | N. A | 1,000.00 |

Notes:

- The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated May 15, 2025.
- In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated May 15, 2025 from the Statutory Auditors, certifying that the borrowings have been utilized towards the purposes for which such borrowings were availed by us.

3. General Corporate Purpose

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

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. In the event that we are unable to utilize the entire amount that we propose to estimate for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Red Herring Prospectus, shall not exceed fifteen percent of the amount being raised by our Company or ₹ 10 Crores, whichever is less.

ESTIMATED ISSUE RELATED EXPENSES

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

(₹ in Lakhs)

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

* To be incorporated in the Prospectus to be filed with RoC. The fund deployed out of internal accruals is ₹ 9.00 lakhs towards issue expenses vide certificate dated May 01, 2025 received from Statutory Auditor of the company and the same will be recouped out of issue expenses.

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

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

APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on the management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

BRIDGE LOANS

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

MONITORING OF UTILIZATION OF FUNDS

As this is a Fresh Issue for less than ₹ 5,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

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

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors and as per regulation 262(5) of SEBI ICDR regulations 2018, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

INTERIM USE OF FUNDS

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

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

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS

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

BASIS FOR ISSUE PRICE

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

Bidders should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 30, 188, 222 and 123 respectively, to get a more informed view before making any investment decisions.

QUALITATIVE FACTORS

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

- Wide product portfolio having applications across various customer segments;
- Well established relationship with clients;
- Leveraging the experience of our Promoters and Directors;
- Wide geographical reach.

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 123.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Financial Statements for the period ended December 31, 2024 and the financial year ended March 31 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 188.

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

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

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

As per Restated Financial Statements – Post Bonus

| Particulars | Basic & Diluted EPS (in ₹) | Weights |
|---|----------------------------|-------------|
| March 31, 2024 | 8.06 | 3 |
| March 31, 2023 | 0.98 | 2 |
| March 31, 2022 | 0.43 | 1 |
| Weighted Average | | 4.43 |
| For the period ended December 31, 2024 (Not annualised) | | 9.73 |

Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
- (2) Earnings per Equity Share = Profit for the period/year / Weighted average number of equity shares outstanding during the period/year.
- (3) Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.
- (4) The basic and diluted Earnings per Equity Share for the current period and previous period/year presented have been calculated/restated after considering the bonus issue.
- (5) The face value of each Equity Share is ₹10/- in period ended December 31 ,2024 and Fiscal 2024, Fiscal 2023 & Fiscal 2022.

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

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

* To be updated at the price band stage.

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

3. Return on Net worth (RoNW)

As per Restated Financial Statements

| Particulars | RONW (%) | Weights |
|---|----------|--------------|
| March 31, 2024 | 66.45 | 3 |
| March 31, 2023 | 24.00 | 2 |
| March 31, 2022 | 14.03 | 1 |
| Weighted Average | | 43.56 |
| For the period ended December 31, 2024 (Not annualised) | | 44.52 |

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

4. Net Asset Value (NAV)

As per Restated Financial Statements – Post Bonus

| Financial Year | NAV (₹) |
|---|---------|
| March 31, 2024 | 12.13 |
| March 31, 2023 | 4.07 |
| March 31, 2022 | 3.09 |
| For the period ended December 31, 2024 (Not annualised) | 21.86 |
| Net Asset Value per Equity Share after the Issue at Floor Price | [●] |
| Net Asset Value per Equity Share after the Issue at Cap Price | [●] |
| Issue Price* | [●] |

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

Notes:

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

(2) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

5. Peer Group Comparison of Accounting Ratios:

There are no listed companies in India that are specifically comparable to us w.r.t our business model, size and financials to that of our Company. Accordingly, it is not possible to provide a comparison of accounting ratios of industry with our Company.

6. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated April 21, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our Peer review Auditors, by their certificate dated May 10, 2025.

The KPIs of our Company have been disclosed in the chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*” on pages 123 and 223, respectively. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations*” on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled “*Objects of the Issue*”, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

a) Key Performance Indicators of our Company*

As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

| Key Financial Performance | December 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|-------------------|----------------|----------------|----------------|
| Revenue from Operations ⁽¹⁾ | 8,941.63 | 8,990.74 | 7,011.39 | 5,628.95 |
| EBITDA ⁽²⁾ | 1,013.14 | 830.86 | 199.76 | 112.92 |
| EBITDA Margin (%) ⁽³⁾ | 11.33 | 9.24 | 2.85 | 2.01 |
| PAT | 656.83 | 543.83 | 65.91 | 29.29 |
| PAT Margin (%) ⁽⁴⁾ | 7.35 | 6.05 | 0.94 | 0.52 |
| Return on Equity (%) ⁽⁵⁾ | 57.27 | 99.50 | 27.27 | 15.00 |
| Debt to Equity Ratio (times) ⁽⁶⁾ | 0.99 | 1.35 | 2.51 | 3.84 |
| Current Ratio (times) ⁽⁷⁾ | 1.22 | 1.30 | 1.19 | 1.31 |
| Return on capital employed (%) ⁽⁹⁾ | 33.67 | 42.43 | 20.98 | 11.00 |
| Net capital Turnover ratio(%) ⁽¹⁰⁾ | 9.17 | 14.14 | 13.11 | 8.52 |

*As certified by Peer review Auditors, by way of their certificate dated May 10, 2025.

Notes:

⁽¹⁾ Revenue from operation means revenue from sales and other operating revenues

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽³⁾ ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ ‘PAT Margin’ is calculated as PAT for the year divided by Revenue from Operations

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided by equity

⁽⁸⁾ Current Ratio is calculated by dividing Current Assets to Current Liabilities

⁽⁹⁾ Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income

⁽¹⁰⁾ (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities) Net Capital Turnover Ratio is calculated as sale of product divided by/ working capital

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

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

7. Justification for Basis for Issue price

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

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares) during the 18 months preceding the date of this Draft Red Herring prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), 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 shares)

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

c) Since there is no such transaction to report to under (a) and (b), the following are the details of the last five primary and secondary transactions (secondary transactions where promoters, promoter group 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 the Draft Red Herring Prospectus irrespective of the size of transactions.

Primary Issuances:

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of this Certificate:

| Date of Allotment | No. of Equity Shares allotted | Face Value (₹) | Issue Price (₹) | Nature of Consideration | Nature of Allotment | Total Consideration (₹) |
|--|-------------------------------|----------------|-----------------|-------------------------|---------------------|-------------------------|
| October 09, 2024 | 52,50,000 | 10/- | Nil | Other than Cash | Bonus Issue | Nil |
| March 25, 2022 | 14,71,000 | 10/- | Nil | Other than Cash | Bonus Issue | Nil |
| Total | 67,21,000 | | | | | Nil |
| Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share) * | | | | | | Nil |

Secondary Transactions:

Except as disclosed below, there have been no secondary transactions in the last three years preceding the date of this Certificate where the Promoters, Promoter Group or shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction:

| Date of Transaction | Name of Shareholder | Promoter/ Promoter Group/ Shareholder(s) having the right to nominate director(s) on our Board | Number of Equity Shares Acquired | Number of Equity Shares Sold | Acquired/ Transferred | Acquisition / Transfer Price (₹) | Total Consideration |
|---------------------|---------------------|--|----------------------------------|------------------------------|---------------------------|----------------------------------|---------------------|
| June 04, 2024 | Manoj Kumar Singh | Promoter | - | 12 | Transfer to Ananya Singh | 110/- | 1,320 |
| | | | | | Transfer to Hani Singh | | |
| | | | | | Transfer to Nikeeta Swami | | |

| Date of Transaction | Name of Shareholder | Promoter/ Promoter Group/ Shareholder(s) having the right to nominate director(s) on our Board | Number of Equity Shares Acquired | Number of Equity Shares Sold | Acquired/ Transferred | Acquisition / Transfer Price (₹) | Total Consideration |
|---------------------|---------------------|--|----------------------------------|------------------------------|------------------------------------|----------------------------------|---------------------|
| | | | | | Transfer to Sanjeev Kumar | | |
| | | | | | Transfer to Ish Pratap Singh Jadon | | |
| | | | | | Transfer to Shakti Jadon | | |
| Total | | | | 12 | | | 1,320.00 |

d) Weighted average cost of acquisition, Issue Price

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

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Share) * | Floor Price (₹ [●]) * | Cap Price (₹ [●]) * |
|---|---|-----------------------|---------------------|
| Weighted average cost of acquisition of primary issuances as per paragraph (a) above | Nil | NA | NA |
| Weighted average cost of acquisition of secondary issuances as per paragraph (b) above after giving effect of Bonus Issue | Nil | NA | NA |
| Weighted average cost of acquisition for primary transactions as per paragraph (c) above | Nil | NA | NA |
| Weighted average cost of acquisition for secondary transactions as per paragraph (c) above | 110/- | [●] | [●] |

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

*As certified by Statutory Auditor of our Company, by way of their certificate dated February 12, 2025.

e) Explanation for Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 7 (d) above) along with our Company's key performance indicators and financial ratios for the period ended December 31, 2024 and for Fiscals 2024, 2023 and 2022.

[●]*

*To be included on finalisation of Price Band.

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

The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 30 and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 188.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Purple Wave Infocom Limited
Registered Office Address: Plot No. 1 & 2,
Pocket A-2, MNG Tower, First Floor, Sector-17, Dwarka,
South West Delhi, New Delhi, India, 110078

Dear Sir,

Sub: Statement of Tax Benefits ('The Statement') available to Purple Wave Infocom Limited ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India

We hereby report that the enclosed annexure prepared by the management of **Purple Wave Infocom Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST 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 tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do 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:

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

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.

Limitations:

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/Red Herring Prospectus/Prospectus or any other issue 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. This statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

The information provided below sets out the 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 Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:

Under the Income Tax Act, 1961 (“the Act”)

Special tax benefits available to the Company

- The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:

- The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

NOTES:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (‘the Amendment Act, 2019’) with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (‘MAT’) under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (iia) of sub-section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax (‘MAT’) credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20 and onwards.

6. This Annexure is intended only 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 tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The 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.

For,
M B JAJODIA & ASSOCIATES
Chartered Accountants
FRN: 0139647W
Peer Review No. 015630

Manoj Jajodia
Partner
M. No: 162116
Place: Ahmedabad
Date: 10/05/2025
UDIN: 25162116BMIEZS5631

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

GLOBAL ECONOMIC OVERVIEW

Forces Shaping the Outlook

The global economy is holding steady, although the degree of grip varies widely across countries. Global GDP growth in the third quarter of 2024 was 0.1 percentage point below that predicted in the October 2024 WEO, after disappointing data releases in some Asian and European economies. Growth in China, at 4.7 percent in year-over-year terms, was below expectations. Faster-than-expected net export growth only partly offset a faster-than-expected slowdown in consumption amid delayed stabilization in the property market and persistently low consumer confidence. Growth in India also slowed more than expected, led by a sharper-than-expected deceleration in industrial activity. Growth continued to be subdued in the euro area (with Germany's performance lagging that of other euro area countries), largely reflecting continued weakness in manufacturing and goods exports even as consumption picked up in line with the recovery in real incomes. In Japan, output contracted mildly owing to temporary supply disruptions. By contrast, momentum in the United States remained robust, with the economy expanding at a rate of 2.7 percent in year-over-year terms in the third quarter, powered by strong consumption. Global disinflation continues, but there are signs that progress is stalling in some countries and that elevated inflation is persistent in a few cases. The global median of sequential core inflation has been just slightly above 2 percent for the past few months. Nominal wage growth is showing signs of moderation, alongside indications of continuing normalization in labor markets. Although core goods price inflation has fallen back to or below trend, services price inflation is still running above pre-COVID-19 averages in many economies, most notably the United States and the euro area. Pockets of elevated inflation, reflecting a range of idiosyncratic factors, also persist in some emerging market and developing economies in Europe and Latin America.

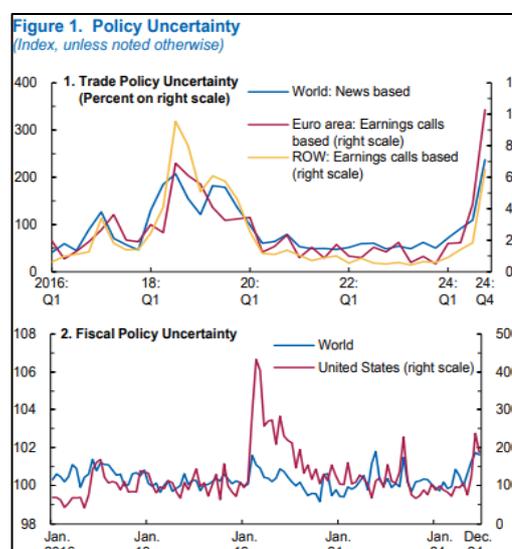
Where inflation is proving more sticky, central banks are moving more cautiously in the easing cycle while keeping a close eye on activity and labor market indicators as well as exchange rate movements. A few central banks are raising rates, marking a point of divergence in monetary policy.

Global financial conditions remain largely accommodative, again with some differentiation across jurisdictions (see Box 1). Equities in advanced economies have rallied on expectations of more business friendly policies in the United States. In emerging market and developing economies, equity valuations have been more subdued, and a broad-based strengthening of the US dollar, driven primarily by expectations of new tariffs and higher interest rates in the United States, has kept financial conditions tighter.

Economic policy uncertainty has increased sharply, especially on the trade and fiscal fronts, with some differentiation across countries (Figure 1). Expectations of policy shifts under newly elected governments in 2024 have shaped financial market pricing in recent months. Bouts of political instability in some Asian and European countries have rattled markets and injected additional uncertainty regarding stalled progress on fiscal and structural policies. Geopolitical tensions, including those in the Middle East, and global trade frictions remain elevated.

The Outlook

IMF staff projections assume current policies in place at the time of publication. They incorporate recent market developments and the impact of heightened trade policy uncertainty, which is assumed to be temporary, with the effects



unwinding after about a year, but refrain from making any assumptions about potential policy changes that are currently under public debate. Energy commodity prices are expected to decline by 2.6 percent in 2025, more than assumed in October. This reflects a decline in oil prices driven by weak Chinese demand and strong supply from countries outside of OPEC+ (Organization of the Petroleum Exporting Countries plus selected nonmember countries, including Russia), partly offset by increases in gas prices as a result of colder-than-expected weather and supply disruptions, including the ongoing conflict in the Middle East and outages in gas fields. Nonfuel commodity prices are expected to increase by 2.5 percent in 2025, on account of upward revisions to food and beverage prices relative to the October 2024 WEO, driven by bad weather affecting large producers. Monetary policy rates of major central banks are expected to continue to decline, though at different paces, reflecting variations in growth and inflation outlooks. The fiscal policy stance is expected to tighten during 2025–26 in advanced economies including the United States and, to a lesser extent, in emerging market and developing economies.

Global growth is expected to remain stable, albeit lackluster. At 3.3 percent in both 2025 and 2026, the forecasts for growth are below the historical (2000–19) average of 3.7 percent and broadly unchanged from October (Table 1; see also Annex Table 1). The overall picture, however, hides divergent paths across economies and a precarious global growth profile (Figure 2).

Among advanced economies, growth forecast revisions go in different directions. In the United States, underlying demand remains robust, reflecting strong wealth effects, a less restrictive monetary policy stance, and supportive financial conditions. Growth is projected to be at 2.7 percent in 2025. This is 0.5 percentage point higher than the October forecast, in part reflecting carryover from 2024 as well as robust labor markets and accelerating investment, among other signs of strength. Growth is expected to taper to potential in 2026.

In the euro area, growth is expected to pick up but at a more gradual pace than anticipated in October, with geopolitical tensions continuing to weigh on sentiment. Weaker-than-expected momentum at the end of 2024, especially in manufacturing, and heightened political and policy uncertainty explain a downward revision of 0.2 percentage point to 1.0 percent in 2025. In 2026, growth is set to rise to 1.4 percent, helped by stronger domestic demand, as financial conditions loosen, confidence improves, and uncertainty recedes somewhat.

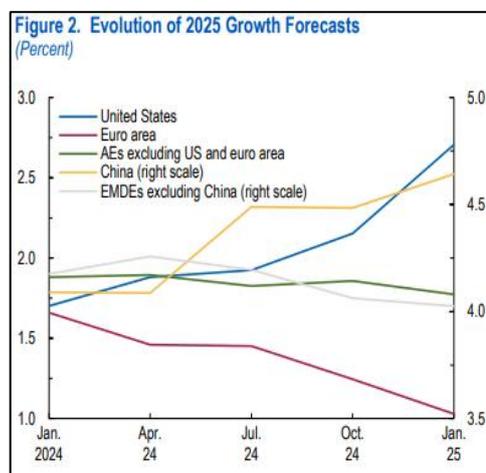
In other advanced economies, two offsetting forces keep growth forecasts relatively stable. On the one hand, recovering real incomes are expected to support the cyclical recovery in consumption. On the other hand, trade headwinds—including the sharp uptick in trade policy uncertainty—are expected to keep investment subdued.

In emerging market and developing economies, growth performance in 2025 and 2026 is expected to broadly match that in 2024. With respect to the projection in October, growth in 2025 for China is marginally revised upward by 0.1 percentage point to 4.6 percent. This revision reflects carryover from 2024 and the fiscal package announced in November largely offsetting the negative effect on investment from heightened trade policy uncertainty and property market drag. In 2026, growth is projected mostly to remain stable at 4.5 percent, as the effects of trade policy uncertainty dissipate and the retirement age increase slows down the decline in the labor supply. In India, growth is projected to be solid at 6.5 percent in 2025 and 2026, as projected in October and in line with potential.

In the Middle East and Central Asia, growth is projected to pick up, but less than expected in October. This mainly reflects a 1.3 percentage point downward revision to 2025 growth in Saudi Arabia, mostly driven by the extension of OPEC+ production cuts. In Latin America and the Caribbean, overall growth is projected to accelerate slightly in 2025 to 2.5 percent, despite an expected slowdown in the largest economies of the region. Growth in sub-Saharan Africa is expected to pick up in 2025, while it is forecast to slow down in emerging and developing Europe.

World trade volume estimates are revised downward slightly for 2025 and 2026. The revision owes to the sharp increase in trade policy uncertainty, which is likely to hurt investment disproportionately among trade-intensive firms. That said, in the baseline, the impact of heightened uncertainty is expected to be transitory. Furthermore, the front-loading of some trade flows in view of elevated trade policy uncertainty, and in anticipation of tighter trade restrictions, provides some offset in the near term.

Progress on disinflation is expected to continue. Deviations from the October 2024 WEO forecasts are minimal. The gradual cooling of labor markets is expected to keep demand pressures at bay. Combined with the expected decline in energy prices, headline inflation is projected to continue its descent toward central bank targets. That said, inflation is



projected to be close to, but above, the 2 percent target in 2025 in the United States, whereas inflationary dynamics are expected to be more subdued in the euro area. Low inflation is projected to persist in China. Consequently, the gap between anticipated policy rates in the United States and other countries becomes wider.

Risks to the Outlook

In the medium term, the balance of risks to the outlook is tilted to the downside, with global growth poised to be lower than its 2025–26 average and five-year-ahead forecasts at about 3 percent. Near-term risks, in contrast, could reinforce divergences across countries: they are tilted to the upside in the United States, whereas downside risks prevail in most other economies amid elevated policy uncertainty and headwinds from ongoing adjustments (in particular, energy in Europe and real estate in China).

An intensification of protectionist policies, for instance, in the form of a new wave of tariffs, could exacerbate trade tensions, lower investment, reduce market efficiency, distort trade flows, and again disrupt supply chains. Growth could suffer in both the near and medium term, but at varying degrees across economies.

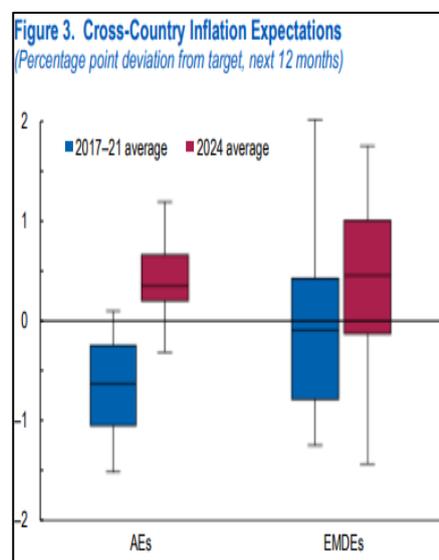
Looser fiscal policy in the United States, driven by new expansionary measures such as tax cuts, could boost economic activity in the near term, with small positive spillovers onto global growth. Yet in the longer run, this may require a larger fiscal policy adjustment that could become disruptive to markets and the economy, by potentially weakening the role of US Treasuries as the global safe asset, among other things. Furthermore, higher borrowing to fund looser fiscal policy could increase demand for capital globally, leading to an increase in interest rates and possibly depressing economic activity elsewhere.

Confidence and positive sentiment in the United States, partly driven by deregulation, could boost both the demand and the supply side of the economy. While relaxation of unduly tight regulations and reduced red tape for businesses may spur near-term US growth through higher investment, dollar appreciation could fuel risks of capital outflows from emerging market and developing economies and drive risk premiums upward. Moreover, an excessive rollback of regulations designed to put limits on risk-taking and debt accumulation may generate boom-bust dynamics for the United States in the longer term, with repercussions for the rest of the world. Downside risks to macro-financial stability may be amplified if compounded by a weaker fiscal outlook or stalled progress on structural reforms. Other supply-side shocks, such as labor force disruptions driven by reductions in migration flows to the United States, may permanently reduce potential output and raise inflation during the adjustment period.

A near-term boost for the US economy emanating from these factors would further underscore the divergent growth patterns across economies. If the adverse effects of tariffs and reduction in the labor force dominate, global activity as well as activity in the United States might be affected negatively in the medium term. Uncertainties are high: the effects of each factor would unfold differently across countries, influenced by trade and financial linkages; policy responses to actions taken by other countries could play out in a variety of ways, including an escalation of retaliatory tariffs; and the impacts of different policy combinations or different magnitudes of policy changes could be quite different.

Inflation dynamics could be shaped in opposite directions by these factors. The magnitude of the inflationary effect from tariffs is especially uncertain. While recent empirical studies find high pass-through to import prices, estimates of pass-through to consumer prices are lower and subject to significant uncertainty. Nevertheless, compared with what took place in earlier episodes of trade disputes, several factors suggest that upside risks to inflation from tariff hikes could be higher this time. First, the global economy is coming out of the most significant inflation surge in recent memory. Inflation expectations, especially in many advanced economies, are farther above the central bank target today than in 2017–21 (Figure 3). Second, the cyclical positions of many major economies are more conducive to higher inflation today than in 2016. Third, retaliation in the form of restrictions on specific, difficult-to-substitute materials or intermediate goods may have an outsized impact on aggregate inflation.

The risk of renewed inflationary pressures could prompt central banks to raise policy rates and intensify monetary policy divergence. Higher-for-even-longer interest rates could worsen fiscal, financial, and external risks. A stronger US dollar, arising from interest rate differentials and tariffs, among other factors, could alter capital flow patterns and global imbalances and complicate macroeconomic trade-offs.



In addition to risks from economic policy shifts, geopolitical tensions could intensify, leading to renewed spikes in commodity prices. The conflicts in the Middle East and Ukraine could worsen, directly affecting trade routes as well as food and energy prices. Commodity-importing countries may be particularly affected, with the stagflation impact of higher commodity prices compounded by an appreciating dollar.

On the upside, global economic activity may enjoy a bounce if incoming governments can renegotiate existing trade agreements and forge new deals. This could relieve uncertainty faster and be much less disruptive to growth and inflation. By boosting confidence, such cooperative outcomes could even support investment and medium-term growth prospects.

Momentum on other policy fronts could also lift growth. Many countries may embrace structural reforms to prevent divergence from their better-performing peers from becoming entrenched. Efforts to increase labor supply, reduce misallocation, enhance competition, and support innovation could raise medium-term growth.

Policy Priorities

Against the backdrop of elevated uncertainty, policies need to rein in short-term risks and rebuild buffers while pushing ahead efforts to lift medium-term growth prospects.

Monetary policy should ensure that price stability is restored while supporting activity and employment. In economies in which inflationary pressures are proving persistent and the risk of upside surprises is on the rise, a restrictive stance will need to be maintained until evidence is clearer that the underlying inflation is sustainably returning to target. In economies in which activity is cooling fast and inflation is on track to durably go back to target, a less restrictive stance is justified.

In either case, fiscal policy should consolidate to put public debt on a sustainable path and restore the space needed for more agile responses. The consolidation path needs to be carefully calibrated to the conditions a particular economy is facing. It should be sizable yet gradual to avoid hurting economic activity, clearly communicated to avoid disruptions in debt markets, and credible to achieve long-lasting results. Adopting a growth-friendly approach and mitigating the adverse impacts on poor individuals could help preserve the economy's potential and maintain public support.

The divergent paths of monetary policy across countries could generate significant movements in exchange rates and capital flows. As laid out in the IMF's Integrated Policy Framework, adjusting policy rates and allowing exchange rate flexibility are advisable for countries with deep foreign exchange markets and low levels of foreign-currency debt. For those with shallow foreign exchange markets and substantial amounts of foreign-currency debt, temporary foreign exchange interventions (provided that foreign reserves are adequate and used prudently), capital flow management measures, macroprudential policies, or some combination of the three could, in some cases, accompany appropriately set monetary and fiscal policies to preserve macrofinancial stability

Beyond the near term, decisive policy action is needed to enhance economic dynamism, boost the supply side, and counter the rising risks to the already-dim medium-term growth prospects. Targeted reforms in labor markets, competition, health care, education, and digitalization can revive productivity growth and attract capital. Active communication to build consensus and continuous engagement with key stakeholders could help policymakers design and effectively implement measures that consider the distributional impact of reform.

Last but not least, multilateral cooperation is vital in containing fragmentation, sustaining growth and stability, and addressing global challenges. Trade policies should be consistent with the legal framework of the World Trade Organization (WTO), as well as being clear and transparent, to reduce uncertainty, lower volatility in markets, and mitigate distortions. Priorities should be given to restoring a fully and well-functioning WTO dispute settlement system, leveling the playing field, and achieving clarity and coherence of the desire among countries for greater resilience within the rules-based multilateral trading system.

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(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>)

INDIAN ECONOMY OVERVIEW

Introduction

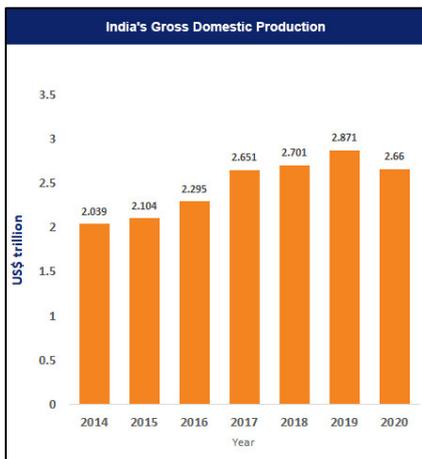
Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

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

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

Market Size



Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US\$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US\$ 491 billion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

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

Recent Developments

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

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

Government Initiatives

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

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.

- On October 7, 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is

expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.

- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.

- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead



In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

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

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

INDIAN SCIENCE & TECHNOLOGY DEVELOPMENT INDUSTRY

Introduction

Modern India has had a strong focus on science and technology, realizing that it is a key element for economic growth. India ranks third among the most attractive investment destinations for technology transactions in the world. With more and more multinational companies setting up their R&D centres in India, the sector has seen an uptrend in investment in recent years.

India is among the top countries globally in the field of scientific research, positioned as one of the top five nations in the field of space exploration. The country has regularly undertaken space missions, including missions to the moon and the famed Polar Satellite Launch Vehicle (PSLV). India is likely to take a leading role in launching satellites for the SAARC nations, generating revenue by offering its space facilities for use to other countries.

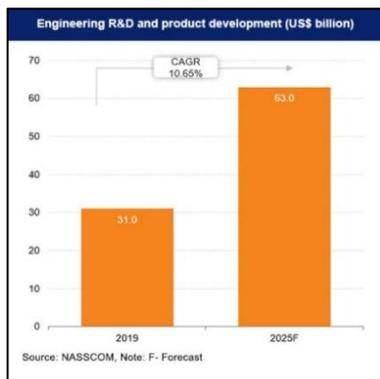
The government has introduced multiple policies aimed at projecting India as a science and technology powerhouse and promoting both public and private sector involvement in the R&D practice. As a result, India's gross expenditure on R&D (GERD) has been consistently increasing over the



years. The government has also implemented several fellowship schemes to nurture the human capacity for advanced research in the country.

Spending in the Indian information technology (IT) sector is projected to reach US\$ 138.9 billion in 2024, compared to US\$ 122.6 billion last year, with a double-digit growth rate of 13.2%.

Market size



The engineering R&D and product development market in India is forecast to post a CAGR of 12% to reach US\$ 63 billion by 2025, from US\$ 31 billion in 2019. As per the Economic Survey 2022, India's gross domestic expenditure on R&D (GERD) as a percentage of GDP stood at 0.66%.

There are 153,795 recognized startups as on November 2024 startups from 350 in 2014. India has witnessed an investment of over Rs. 1,000 crore (US\$ 120.21 million) in Space Startups in the last nine months between April to December 2023.

India's gross expenditure on R&D (GERD) as a percentage of GDP has remained stagnant at around 0.7% for about a decade, lower than Brazil (1.16%), South Africa (0.83%) and others.

IT spending in India will grow 10.7% YoY to reach US\$ 124.6 billion in 2024, as forecasted by Gartner. India's bioeconomy was valued at US\$ 137 billion in 2022 and aims to achieve US\$ 300 billion mark by 2030.

In FY21, the science and technology sector added 1,497,501 employees, becoming India's top employment generator.

Under the Interim Budget 2024-25, the government announced an allocation of Rs. 8,029 crore (US\$ 966 million) to the Department of Science and Technology and Rs. 16,604 crore (US\$ 2 billion) to the Ministry of Science and Technology.

In the Interim Budget 2024-25, the government announced corpus of Rs. 1 lakh crore (US\$ 12 billion) to promote Innovation and StartUps coupled with a new scheme for Deep Tech StartUps in Defence.

According to Commerce and Industry Minister, Mr. Piyush Goyal, the Indian patent office has granted the "highest" number of 41,010 patents till November 15th, 2023.

The Indian Patent Office has crossed the one lakh mark for the first time this year, with 1,01,311 patents being granted by the department between March 15, 2023, to March 14, 2024, reflecting the government efforts to enhance the intellectual property rights framework.

India is ranked in 7th position in terms of Resident Patent Filing activity in the world.

In India, there are more than 1,580 Global Capability Centres (GCCs), where companies can outsource their product development and receive product engineering services, with the GCC market size crossing US\$ 46 billion (as of FY23). These GCCs are home to some of the largest companies, many of which have their largest or second-largest R&D centres located in the country.

Accenture offers a framework for assessing the economic effect of AI for selected G20 countries in its latest AI research studies and forecasts that AI will raise India's annual growth rate by 1.3% by 2035. India's National Artificial Intelligence Strategy prepared by NITI Aayog outlined a way forward to harness the potential of Artificial Intelligence (AI) in different fields. State University Research Excellence (SERB-SURE) to create a robust R&D ecosystem in state universities and colleges; Fund for Industrial Research Engagement (SERB-FIRE) to support research and development to solve critical problems that are relevant to industries in a public-private partnership mode.

Developments/Investments

Some of the recent developments in the field of science and technology in India are as follows:

- India is poised to establish itself as a global hub for drone technology, a development that is anticipated to significantly enhance the Indian economy. This initiative aligns with the government's Make in India and Atmanirbhar Bharat programs, as emphasized by Union Minister of Defence, Mr. Rajnath Singh.
- India's space ambitions include plans to establish its own space station, the "Bharatiya Antariksh Station," by 2035, along with aspirations for an Indian lunar landing by 2040. This announcement was made by the Union Minister of State (Independent Charge) for Science and Technology.
- Researchers have developed a novel technology for the precise detection of the HIV genome by targeting G-Quadruplex (GQ) structures, which are unique four-stranded DNA formations. Utilizing tailored fluorogenic tests, this diagnostic platform enhances reliability and significantly reduces false positives in HIV detection, improving overall diagnostic accuracy.
- Union budget FY25 announces venture capital fund of US\$ 119.5 million (Rs. 1,000 crore) will be established to expand the space economy by 5 times over the next decade.
- Union Minister Mr. Jitendra Singh announced that India will establish a National Research Foundation (Anusadhan NRF) to transform research and development. Once operational, it will bridge public and private sectors, fostering collaboration between industry and academia.
- As per Bain and Company healthcare innovation in India is currently a US\$ 30 billion and Poised to become an approximately US\$ 60 billion opportunity by FY28.
- Tata Electronics, with Powerchip Semiconductor Manufacturing Corp (PSMC) Taiwan, will establish a US\$ 11 billion (Rs. 91,000 crore) semiconductor unit in Gujarat, generating 20,000 skilled jobs. Additionally, Tata's TSAT, along with two large American conglomerates, will invest US\$ 3.3 billion (Rs. 27,000 crore) in a semiconductor plant in Assam, creating 27,000 jobs. CG Power, in partnership with Renesas Electronics Corporation, Japan, and Stars Microelectronics, Thailand, will set up a semiconductor unit in Gujarat with an investment of ~US\$ 915 million (Rs. 7,600 crore).
- In November 2023, Lupin Ltd. unveiled world's first fixed-dose triple combination drug for managing chronic obstructive pulmonary disease (COPD).
- In October 2023, Glenmark Pharmaceuticals introduced Zita, a cost-effective triple combination drug for Type 2 diabetes treatment, enhancing glycemic control in diabetic patients.
- Under the National Mission on Interdisciplinary Cyber Physical System (NM-ICPS), 25 Technology Innovation Hubs (TIHs) have been established in the areas of advanced technologies which carry out their activities under 4 major categories, i.e. Technology Development, Human Resource Development, Entrepreneurship Development and Industrial Collaborations. Mission has developed 311 technologies, 549 technology products, 63000+ Human Resource, 1200 Jobs creation and nearly 124 international collaborations till December 2023.
- A total of 192 training programs were organized under this Scheme during the year 2022 and around 8,573 researchers have been trained under Synergistic Training program Utilizing the Scientific and Technological Infrastructure (STUTI).
- In October 2023, the Anusadhan National Research Foundation (NRF) will promote the culture of research and innovation throughout India's universities, colleges, research institutions, and R&D laboratories and give further impetus to clean energy research in India and Mission Innovation, according to Union Minister, Dr. Jitendra Singh.
- In September 2023, Agri-startups were recommended for technical & financial support from pool of Rs. 20 crore (US\$ 2.40 million).
- The National Centre for Good Governance (NCGG) and the Indian National Science Academy (INSA) have joined hands and have launched the 'NCGG – INSA Leadership Programme in Science & Technology (LEADS). Recognizing the critical role played by the scientific leadership in driving scientific progress, this joint initiative seeks to empower them with the tools and capabilities required to effectively lead and navigate the rapidly evolving landscape of science and technology.
- In November 2022, Norwest Venture Partners agreed to invest US\$ 32 million in Cerebral Technologies, which specialises in AI, big data, and enterprise cloud among other technologies. In exchange, Norwest Venture Partners will acquire a minority stake in the company.
- In August 2022, a centre of excellence (CoE) for the Metaverse and Web3 technologies was opened in India by Coforge, a provider of digital services and solutions. Over 1,000 people will be trained and upskilled by the company.
- In August 2022, Samsung announced that it was expanding its industry-academia program PRISM (Preparing and Inspiring Student Minds) across 70 engineering colleges in India. The program will help educate students in the domains of artificial intelligence, machine learning and IoT.
- Technology incubator T-Hub launched the semiconductor companion of the AIC T-Hub Foundation programme to develop innovation and entrepreneurship across the semiconductor sector startups.
- Actis, a global investor in sustainable infrastructure, is planning to invest over US\$ 700 million to acquire and expand assets for its platform aimed at offering real estate to tenants in the life sciences and allied sectors in India.
- In March 2022, Toyota launched its Mirai hydrogen fuel cell car in India. The Indian Oil Corporation would be supplying hydrogen to power the car.

- India's Top 5 IT firms (TCS, Infosys, Wipro, HCL and Tech Mahindra) added more than 122,000 employees in the first six months of FY22, nearly matching the 138,000 employees hired in the entirety of FY21.
- In October 2021, Biz2Credit, a fintech company, announced a plan to invest US\$ 100 million in India over the next five years in research and development activities and expansions.
- From 2014 to 2021, India recorded a 572% growth in patent approvals.
- To accelerate digital innovation in India, NITI Aayog, Amazon Web Services and Intel have come together to develop a new experience studio to boost problem-solving and innovation between government stakeholders, start-ups, enterprises, and industry experts. The new experience studio will use technologies such as artificial intelligence, machine learning, Internet of Things, augmented reality, virtual reality, blockchain and robotics to accelerate their use in the public sector.
- TechnoPro, a Japanese tech firm, plans to hire 10,000 engineers and researchers in India by 2022-23.
- Qualcomm plans to invest US\$ 8.5 million on design initiatives in India, which would include funding its innovation labs at Hyderabad and Bangalore for R&D.

Government Initiatives

Some of the recent initiatives taken by the Government of India to promote science and technology in India are:

- In the Interim Budget 2024-25, the government announced corpus of Rs. 1 lakh crore (US\$ 12 billion) to promote Innovation and StartUps coupled with a new scheme for Deep Tech StartUps in Defence.
- In 2023, The National Quantum Mission (NQM) was launched with a budget of ~US\$ 726 million (Rs. 6003.65 crore) spanning from 2023-24 to 2030-31 aimed at fostering scientific and industrial R&D in Quantum Technology, propelling India's leadership in Quantum Technologies & Applications.
- In October 2023, Union Minister Dr. Jitendra Singh launched state-of-art latest National Survey Network; the nationwide "Continuously Operating Reference Stations" (CORS) Network that will be operated by the Survey of India. The Survey of India has set up more than 1,000 CORS stations across India.
- Union Minister of Chemicals and Fertilizers, Dr Mansukh Mandaviya launches National Policy on Research and Development and Innovation in Pharma-MedTech Sector in India and Scheme for promotion of Research and Innovation in Pharma MedTech Sector (PRIP) in September 2023.
- The Indian Space Policy-2023: It was approved by the Cabinet Committee on Security on April 6, also permits non-government entities (NGEs) to offer national and international space-based communication services, through self-owned, procured or leased geostationary orbit (GSO) and non-geostationary satellite orbit (NGSO) satellite systems. NGSO is a reference to low earth orbit or medium earth orbits that are home to satellites providing broadband internet services from space.
- The policy also encourages NGEs to establish and operate ground facilities for space object operations, such as telemetry, tracking and command (TT&C) Earth Stations and Satellite Control Centres (SCCs).
- In 2023, Strengthening, Upscaling & Nurturing Local Innovations for Livelihood (SUNIL) Programme
- Technology delivery & enterprise creation model for improving the efficiency of the livelihood system.
- Technology interventions for Addressing Societal Needs (TIASN).
- Capacity Building of Community-based organizations (CBOs), NGOs, Knowledge Institutions (KI) & Social Start-ups.
- The Technology Interventions for Disabled and Elderly (TIDE) programme is a unique initiative of DST to create inclusiveness and universal accessibility for Divyangjan and the Elderly, through the promotion and development of various assistive tools, technologies, techniques, affordable & adaptable to the Indian milieu.
- In November 2022, India announced an additional contribution of US\$ 5 million to the ASEAN-India Science and Technology fund to increase cooperation in sectors of public health, renewable energy, and smart agriculture.
- In November 2022, the Department of Science and Technology (DST) and the Centre for Science and Environment (CSE) decided to work together to build a platform to support the development of new electric vehicle (EV) batteries that meet Indian regulations.
- A MoU was signed between the Department of Science and Technology (DST), the Ministry of Science and Technology & Earth Sciences, and the Ministry of Ayush. The MoU outlines potential research areas to investigate collaboration, convergence, and synergy for an evidence-based scientific intervention in the Ayush sector and further integration of these into the public health care system.
- The Indian Council of Medical Research (ICMR) has received 31 Applications from manufacturers showing interest in developing the vaccine for the monkeypox virus after the medical body put out an Expression of Interest (EOI) for the development of vaccine and diagnostic kits.
- In 2021-22, African Centers of Excellence in a few specific scientific fields were strengthened by twinning with Indian institutes to carry out the Africa-India S&T Initiative Program by the Department of Science and Technology.
- The Department of Science & Technology (DST) has revamped the FIST (Fund for Improvement of S & T Infrastructure in Universities and Higher Educational Institutions) programme to align it with the objective of

Atmanirbhar Bharat by developing R&D infrastructure for use by start-ups, manufacturing companies, and MSMEs, in addition to R&D operations in academic organisations.

- The Women Science programme of DST has started a new initiative to support women PG colleges under the CURIE (Consolidation of University Research for Innovation and Excellence in Women Universities) Program and invited proposals for the same.
- Under the Union Budget 2023-24, the government announced the allocation of Rs. 16,361 crore (US\$ 1.99 billion) to the Department of Science and Technology.
- To further India with High-Performance Computing (HPC), four new Supercomputers have been installed since July 2021 - one each at IIT-Hyderabad, NABI-Mohali, CDAC-Bengaluru, and IIT Kanpur.
- Synergistic Training Program Utilizing the Scientific and Technological Infrastructure (STUTI), a new initiative, was recently unveiled to enhance human resource development and capacity building through nationwide open access to science and technology infrastructure.
- The Science and Engineering Research Board (SERB) has partnered with Intel India to launch a first-of-its-kind initiative to advance deep tech-based research in India.
- In November 2021, the Ministry of Science and Technology and Ministry of Earth Sciences, in association with Vijnana Bharati (VIBHA), launched the India International Science Festival 2021, a unique platform, with its theme being a celebration of creativity in science, technology and innovation for a prosperous India.
- In November 2021, Atal Innovation Mission and Vigyan Prasar collaborated to drive synergies between Atal Tinkering Labs and Vigyan Prasar's unique platform, Engage with Science.
- In October 2021, the government announced plans to establish 75 science technology & innovation hubs in India for scheduled castes (SCs) and scheduled tribes (STs) and empower them to contribute to the socio-economic improvement of the country.
- In October 2021, the government launched the Indian Space Association (ISpA) to accelerate technology advancements and strengthen the space sector in the country.
- In October 2021, India and Denmark agreed to a five-year plan to implement a green strategic partnership for enhancing collaboration in various areas including science and technology.
- In October 2021, India and Europe held discussions to review the progress of science and technology bilateral cooperation and strengthen efforts on research and innovation.

The Road Ahead

India ranks third among the most innovative lower-middle-income economies in the world. Rising per capita income in India will bring a boom in R&D investment in the country with multiple foreign players shifting R&D bases to India. R&D investment and multiple government policies have helped Indian companies overcome tight competition with affordable products internationally.

India plans to move forward with developing its science and technology sector by collaborating with other countries. India has active bilateral science and technology (S&T) programs of cooperation with more than 45 countries, including dedicated programs for Africa, ASEAN, BRICS, EU and neighbouring countries. In 2021, India also collaborated with Denmark and agreed to a five-year plan to implement a green strategic partnership for enhancing partnerships in various areas, including science and technology.

India is aggressively working towards establishing itself as a leader in industrialization and technological development. Significant developments in the nuclear energy sector are likely as India looks to expand its nuclear capacity.

(Source: <https://www.ibef.org/industry/science-and-technology>)

INDIAN MEDIA & ENTERTAINMENT INDUSTRY

Introduction

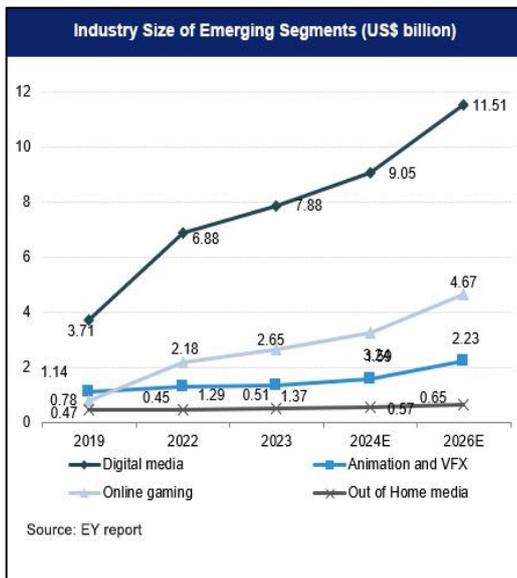
The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. The increasing availability of fast and cheap internet, rising incomes, and increasing purchases of consumer durables have significantly aided the industry. India's media and entertainment industry are unique as compared to other markets. The industry is well known for its extremely high volumes and rising Average Revenue Per User (ARPU).



This significantly aided the country's industry and made India leading in terms of digital adoption and provided companies with uninterrupted rich data to understand their customers better. India has also experienced growing opportunities in the VFX sector as the focus shifted globally to India as a preferred content creator.

Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019.

Market Dynamics



The Indian Media & Entertainment (M&E) sector is set for substantial growth, with a projected 10.2% increase, reaching Rs. 2.55 trillion (US\$ 30.8 billion) by 2024 and a 10% CAGR, hitting Rs. 3.08 trillion (US\$ 37.2 billion) by 2026. Advertising revenue in India is projected to reach Rs. 330 billion (US\$ 3.98 billion) by 2024. The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 57% of the media and entertainment sector revenues in 2023.

India's Animation and VFX sector is projected to grow from US\$ 1.3 billion in 2023 to US\$ 2.2 billion by 2026, increasing its share of the Media and Entertainment (M&E) industry from 5% to 6%, according to a CII GT report.

Media companies are projected to achieve an 8% revenue growth, reaching US\$ 7.14 billion (Rs. 60,000 crore) by FY27, driven by increasing contributions from the digital segment, according to a Crisil analysis of 20 companies that account for 55% of the media industry's revenue.

According to a report by ICRA, the revenue for the print media industry is expected to grow by 8-10% in FY24. The country's entertainment and media industry is expected to see a growth of 9.7% annually in revenues to reach US\$ 73.6 billion by 2027.

In the year 2023, the revenue from subscriptions for over-the-top video platforms across India amounted to approximately US\$ 0.88 billion. This was expected to peak at over US\$ 1.2 billion by 2026.

According to Media Partners Asia's Asia Pacific Video & Broadband Industry 2024 report, India's video market, encompassing both TV and digital, is projected to grow from \$13 billion in 2023 to \$17 billion by 2028.

The Indian media and entertainment sector posted a robust 19.9% growth in 2022 and crossed the Rs. 2 trillion (US\$ 24 billion) mark in annual revenue for the first time led by a sharp jump in the digital advertising mop-up.

In 2024, the projected revenue in the Digital Media market in India is expected to reach US\$ 10.07 billion. It is expected to contribute 38% to the overall advertising industry in India, on par with television.

The OTT segment is likely to grow at a remarkable CAGR of 14.1% to reach Rs. 21,032 crore (US\$ 2.55 billion) in 2026. Subscription services, which accounted for 90.5% of revenue in 2021, are projected to account for 95% of revenue by 2026.

The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

2023 recorded US\$ 575 million in PE/VC investments in the media and entertainment sector, an 84% decline YoY.

In Q3 of CY23, eight deals were recorded in the media and entertainment sector of India at US\$ 269 million. FDI inflows in the information and broadcasting sector (including print media) stood at US\$ 10.99 billion between April 2000-March 2024.

Indian Over-The-Top (OTT) platforms have demonstrated significant growth in the global market, witnessing a 194% increase in revenue from international viewers over the last two years.

The Indian OTT audience universe currently stands at 481.1 million people, of these, 138.2 million are active paid OTT subscriptions in India.

India's Direct-To-Home (DTH) Services market is expected to expand to US\$ 7.59 billion in 2029 from US\$ 6.48 billion in 2023, growing at a CAGR of 2.8%.

India's SVOD subscriptions reached 130.2 million in 2022 compared to 110.5 million in 2021.

As per GroupM's TYN Y report 2023, India was ranked 8th by global ad spend, and will continue as the fastest growing market among the top 10 ad markets in 2023.

Advertising revenue in India is projected to reach Rs. 330 billion (US\$ 3.98 billion) by 2024.

Key growth drivers included rising demand for content among users and affordable subscription packages.

India's media and entertainment industry is the fifth largest market globally and is growing at the rate of 20% annually, according to Union Information and Broadcasting Minister Mr. Anurag Thakur.

The Indian mobile gaming market is poised to reach US\$ 7 billion, in value, by 2025. The online gaming segment grew 22% to become the fourth largest segment of the Indian M&E sector in 2023, displacing filmed entertainment.

India recorded about 455 million online gamers in the year 2023. This was an eight percent growth from the previous year and is likely to reach over 491 million by 2024. About 90 million of these gamers reportedly paid for online games that year.

The music industry is expected to reach US\$ 445 million by 2026 from US\$ 180 million in 2019. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share, followed by JioSaavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

The FICCI EY media and entertainment report 2023 said that in 2023, music streaming in India had an audience of approximately 185 million of which the paid subscriber base was just around 7.5 million.

About 1 million music streams were played every 3 minutes in FY23, totalling 460 million streams per day, according to a report by RedSeer Strategy Consultants. Spotify led India's music and audio streaming market in FY23 with a 26% share, as compared to just 11% share in FY20.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US\$ 27 million).

By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video, and content items produced exclusively for this audience by television, print and radio brands. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.

OTT video services market (video-on-demand and live) in India is likely to grow US\$ 4.1 billion in 2024 and reach US\$ 7 billion by 2027, driven by rapid developments in online platforms and increased demand for quality content among users.

Recent development/Investments

Recent Developments in the Media and Entertainment Industry are:

- India's gaming market grew 23% YoY to US\$ 3.8 billion in revenue in FY24.
- Pocket FM, an audio series platform, has raised \$103 million in its Series D funding round, led by Lightspeed with participation from Stepstone Group
- Disney-owned Star India secured the TV broadcasting rights for the Indian Premier League from 2023 to 2027 through an online bid. During the same period, Viacom 18 won the bid for the digital streaming rights of the Twenty20 League.
- The Star-Viacom18 merger deal signed on February 28 will create an US\$ 8.5 billion media goliath with a dominating presence in both TV and digital segments.
- In August 2023, Netflix inked a “first-of-its-kind” deal with Jio Platforms to bundle the streaming service with the carrier’s two pay-as-you-go plans as the American giant pushes to expand its subscriber base in the key Asian market.
- In June 2023, India, for the first time participated at the Annecy International Animation Festival in France and showcased the strength its creative economy holds.
- In May 2023, Viacom18-owned streaming service Jio Cinema inked a multi-year content deal with NBCUniversal (NBCU) to bolster its premium content library. As part of the partnership, Jio Cinema will get access to thousands of hours of NBCU films and TV series in India.
- Media company Shemaroo Entertainment is planning to spend Rs. 75 crore (US\$ 9.1 million) in FY24 to bolster its broadcast and Over-The-Top (OTT) businesses.
- Newly merged multiplex giant PVR Inox is ready with a plan to add up to 175 new screens and retrofit a host of existing ones at an investment of Rs. 700 crore (US\$ 85.1 million) during FY24.
- In April 2023, Prime Minister Mr. Narendra Modi commissioned Low Power FM Transmitters of capacity of 100 watt at 91 locations. These transmitters have been installed in 84 districts of 20 states. With this, the network of transmitters with All India Radio has increased from 524 to 615. The addition will further boost the coverage of AIR to 73.5% of the population of the country.
- A partnership was announced in April 2023 between the Ministry of Information & Broadcasting and Amazon India in the field of media, entertainment, and public awareness.
- The online gaming segment grew 22% to become the fourth largest segment of the Indian M&E sector in 2023, displacing filmed entertainment.
- Music from South Indian languages such as Kannada, Malayalam, Tamil, and Telugu have witnessed the fastest growth in the vernacular in the last four years in FY23. The highest contributor to OTTA with the non-film genre was Punjabi music (39%) across all states.
- In June 2022, the exclusive rights for the television broadcast of the Indian Premier League (IPL) from 2023-2027 was acquired by DisneyStar.
- In March 2022, Pocket FM in India raised US\$ 65 million and has plans to expand in new regional languages.
- In March 2022, Krafton infused US\$ 19.5 million in Indian audio content platform Kuku FM.

Government Initiatives

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.

As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).

As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon.

To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission process for filming across railway premises.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming, and comics).

On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.

In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot.

Digital audio–visual content including films and web shows on Over-The-Top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.

Road Ahead



The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

In the long run, growth in the M&E industry is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. India's rural regions are expected to be the next regions for growth.

India has also gotten on board with 5G and is already planning for 6G well ahead of the future. This push towards digital adoption especially in the rural regions will provide advertisers and publishers with an immense opportunity to capture untapped markets and help grow India's media and entertainment industry forward.

(Source: <https://www.ibef.org/industry/media-entertainment-india>)

INDIAN ELECTRONICS SYSTEM DESIGN & MANUFACTURING (ESDM) INDUSTRY

Introduction

The Indian Electronics System Design & Manufacturing (ESDM) sector is one of the fastest growing sectors in the economy and is witnessing a strong expansion in the country. The ESDM market in India is well known internationally for its potential for consumption and has experienced constant growth.

Indian manufacturers are attracting the attention of multinational corporations due to shifting global landscapes in electronics design and manufacturing capabilities, as well as cost structures. Companies from all over the world are striving to develop local capacities in India not only to serve the domestic market but also to cater to international markets.



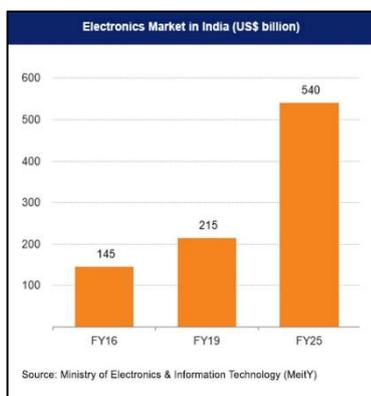
The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to Information Technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics. The industry also includes design-

related activities such as product designing, chip designing, Very Large-Scale Integration (VLSI), board designing and embedded systems.

India witnessed a substantial spike in demand for electronic products in the last few years; this is mainly attributed to India's position as second-largest mobile phone manufacturer worldwide and surge in internet penetration rate. The Government of India attributes high priority to electronics hardware manufacturing, as it is one of the crucial pillars of Make in India, Digital India, and Start-up India programs.

The Electronics System Design & Manufacturing (ESDM) sector plays a vital role in the government's goal of generating US\$ 1 trillion of economic value from the digital economy by 2025. With various government initiatives aiming to boost domestic manufacturing, India has already started witnessing initial movement with increased production and assembly activities across products such as mobile phones and other consumer electronics.

Market Size



The Indian electronics manufacturing industry is projected to reach US\$ 520 billion by 2025. The demand for electronic products is expected to rise to US\$ 400 billion by FY25 from US\$ 33 billion in FY20. Electronics system market is expected to witness 2.3x demand of its current size (FY19) to reach US\$ 160 billion by FY25. The top products under the ESDM sector with the highest CAGR include IT/OA at 54%, followed by industrial electronics at 38% and automotive electronics at 10%.

In FY24, the exports of electronic goods were recorded at US\$ 29.11 billion as compared to US\$ 23.57 in FY23.

Electronics design segment, growing at 20.1%, was 22% of the ESDM market size in FY19; it is anticipated to be 27% of the ESDM market size in FY25.

India is one of the largest consumer electronics markets in the Asia Pacific Region and is home to considerable talent for electronic chip design and embedded software. India has committed to reach US\$ 300 billion worth of electronics manufacturing and exports of US\$ 120 billion by 2025-26.

Major Government initiatives such as 'Digital India', 'Make in India' and supportive policies including a favourable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.

India is the second fastest digitizing economy amongst the 17 leading economies of the world. The Government of India aims to make Electronics Goods amongst India's 2-3 top-ranking exports by 2026. Electronics Goods exports are expected to increase from the projected US\$ 15 billion in 2021-22 to US\$ 120 billion by 2026.

Investments/ Developments

Investment of Rs. 8,803 crore (US\$ 1.06 billion) has been made under the scheme for promotion of manufacturing of electronic components and semiconductors.

The PLI scheme for large-scale electronics manufacturing has attracted an incremental investment of Rs. 8,390 crore (US\$ 1.01 billion) in June 2024.

The Ministry of Electronics and Information Technology has supported over 3,600 tech startups with a total fund disbursement of Rs. 212 crore (US\$ 25.5 million).

India has made substantial cuts to import duties on mobile phones to enhance exports. In the last financial year, mobile phone exports reached Rs 1.2 lakh crore (US\$ 14.4 billion), and this upward trend is expected to persist.

India emerged as the second-largest manufacturer of mobile phones in the world, with a production value of mobile devices reaching US\$ 49.16 billion in 2024.

Prime Minister Mr. Narendra Modi participated in the event named India's Techade: Chips for Viksit Bharat and laid the foundation stone for three semiconductor projects valued at Rs. 1.25 lakh crore (US\$ 14.97 billion) on 13th March 2024.

Major Government initiatives such as 'Digital India', 'Make in India' and supportive policies including a favorable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.

Post-COVID, the Government of India aims to increase India's contribution by around US\$ 400 billion worth of electronics goods including exports worth US\$ 120 billion, which would account for 9-10% of the overall global value chains, from the current supply potential of 1-2%.

Union Budget 2023-24 has allocated Rs. 16,549 crore (US\$ 2 billion) for the Ministry of Electronics and Information Technology, which is nearly 40% higher on year. The budget for FY23 had allocated Rs. 14,300 crore (US\$ 1.73 billion) for the IT ministry.

The Indian startup ecosystem is experiencing a surge over the years, due to rapid technological advancements, increasing internet penetration, growing digital infrastructure, rising startup culture, government initiatives like Digital India, Make in India, and Startup India, as well as a large pool of skilled workforce.

India has witnessed an exceptional surge in the creation and funding of startups as the country has solidified its position as a major global centre for innovation and businesses. However, securing adequate funding remains a significant task for startups, often leading to survival challenges.

In 2023, the funding scenario for tech startups turned bleak amid the global uncertainty, witnessing a 67% YoY plunge in total funding to US\$ 6.0 billion. This decline came after the peak funding levels observed in 2021 (US\$ 24.1 billion) and 2022 (US\$ 18.2 billion), where investors displayed confidence in Indian tech startups. In 2023, the number of deals declined to 824. However, the decline appears to be cyclical than a long-term trend.

STPI Signs MoUs to strengthen tech startup ecosystem: AIC STPINEXT Initiatives (STPINEXT), a special purpose vehicle of Software Technology Parks of India (STPI), an organisation under the Ministry of Electronics and Information Technology (MeitY) has signed two Memorandums of Understanding (MoUs), one with HDFC Bank, and another with Excelpoint Systems India Pvt. Ltd., a niche technology player for fostering entrepreneurship and nurturing tech startups in the country. These partners would play a critical role in supporting and handholding the startups in the growth journey through technical guidance & assistance, mentoring, pitching to investors, funding support, and market connect & access etc.

Some of the investments/ developments in the Electronics System Design & Manufacturing (ESDM) sector in the recent past are as follows:

- As of November 2023, applications of 27 IT hardware mobile phones manufacturers have been approved for Production Linked Incentive scheme (PLI).
- In March 2024, the Cabinet approved a massive Rs. 1.26 trillion (US\$ 15.2 billion) investment in three semiconductor plants, signifying India's technological progress.
- India and Taiwan plan a US\$ 7.5 billion chip plant deal, potentially boosting India's semiconductor manufacturing with anticipated tariff reductions on components.
- Production-Linked Scheme (PLI) for large-scale electronics manufacturing (including mobiles) has seen investments worth Rs. 6,887 crore (US\$ 833 million) (till June 2023), already surpassing the target for FY24 which was Rs. 5,488 crore (US\$ 664.4 million).
- In July 2023, electronics maker Elista announced that it would invest Rs. 100 crore (US\$ 12.1 million) in Andhra Pradesh to set up a manufacturing unit for Smart LED TVs, smartwatches, audio speakers, and large appliances.
- US CHIP design major Advanced Micro Devices (AMD) will invest up to US\$ 400 million in India over the next five years and will set up its biggest design facility in the country.
- The Index of Industrial Production of manufacturing of computer, electronic, and optical products (weight: 1.57%) was valued at 137, during FY23.
- India's electronics sector is set to harness US\$ 7 billion untapped revenue by 2035 via circular business model and policy pathways, industry stakeholders said. Current commitments and targets set the projected market size for these circular models at US\$ 13 billion in 2035.
- India has overtaken China as the second-largest manufacturer of mobile devices in the world, according to a report released by the international research firm Counterpoint in August. The 'Make in India' initiative's mobile phone shipments from India exceeded 2 billion cumulative units and an annual growth rate of 23% was recorded.
- According to a report 'India Monthly Wearable Device Tracker' by International Data Corporation (IDC), "hundreds" of smartwatch model launches in the first half of the calendar year 2023 contributed to India's wearable market's growth of 53.3% year-over-year (YoY). The companies shipped 57.8 million units of wearables like smartwatches, earwear, and eyeglasses to the market in the first half of CY23.

- The Ministry of Electronics and IT (MeitY) announced the exchange of signing of a Memorandum of Understanding (MoU) between the Centre for Nano Science and Engineering (CeNSE) at the Indian Institute of Science (IISc), Bengaluru and Lam Research India at the SemiconIndia in Gandhinagar.
- In November 2023, Mr. Ashwini Vaishnaw, Union Minister of Communications & IT said that 99% of mobiles used in India are made in India.
- Industrial robot accessories company Robot System Products (RSP) has announced plans to set up a subsidiary in India. The Indian entity Scandinavian Robot Systems India Private Limited has been registered in Chennai and will supply a range of industrial robot accessories to Indian customers.
- India Semiconductor Mission organized a three-day SemiconIndia 2023 Conference in July 2023 with the theme 'Catalysing India's Semiconductor Ecosystem' in Gandhinagar, Gujarat. SemiconIndia 2023 witnessed the participation of industry leaders from major global companies such as Micron Technology, Applied Materials, Foxconn, Cadence and AMD, and the industry association, SEMI.
- India and Japan on July 20, 2023, signed an agreement for semiconductor design, manufacturing, equipment research, and talent development and to bring resilience to the semiconductor supply chain.
- The cumulative FDI equity inflow in the Electronics industry is US\$ 4.83 billion during the period April 2000-March 2024.
- In FY23, the exports of electronic goods were recorded at US\$ 23.57 billion as compared to US\$ 15.66 billion during FY22, registering a growth of 50.52%.
- Exports of electronic goods stood at US\$ 2.0 billion in September 2022.
- During April 2022-February 2023, the imports of electronics goods stood at US\$ 70.07 billion, whereas exports stood at US\$ 20.69 billion.
- A nine-member task force was constituted by the Ministry of Electronics and Information Technology (MeitY) in March 2023 with the primary goal of making India a 'product developer and manufacturing nation', as per a report. The members of the task force are some of the veterans from the Indian electronic industry, including HCL Founder Mr. Ajay Chowdhary, Lava International Chairman Mr. Hari Om Rai, and Boat Lifestyle Co-Founder Mr. Aman Gupta, among others.
- In March 2023, the Government approved the setting up of the Electronics Manufacturing Cluster (EMC) at Hubli-Dharwad in Karnataka, worth US\$ 22 million (Rs. 180 crore) and is expected to create about 18,000 jobs.
- As global companies are leveraging the well-developed manufacturing system in the State, Tamil Nadu has emerged as one of the major electronics hardware manufacturing and exporting States in the country. The state is well positioned to achieve a US\$ 100 billion ESDM industry in the next five years.
- The India Cellular and Electronics Association in February 2023 signed a memorandum of understanding with the Uttar Pradesh government to facilitate investments as the electronics manufacturing and skill hub to cater to domestic demand and exports. The government has set a target to achieve US\$ 300 billion of electronics manufacturing by 2025-26, out of which US\$ 75-100 billion of electronics manufacturing is expected from UP.
- Mitsubishi Electric India would invest Rs. 1,891 crore (US\$ 230.9 million) to build an air conditioner and compressor factory in Tamil Nadu. This facility will generate over 2,000 jobs, 60% of which will be held by women.
- Vedanta Group signed Memorandums of Understanding (MoUs) with 20 Korean companies from the display glass industry for the development of an electronics manufacturing hub in India. The MoUs were signed at the 'Korea Biz-Trade Show 2023' event organised by KOTRA, in collaboration with Korea's Ministry of Trade, Industry, and Energy.
- In November 2022, Voltas entered into a technology license agreement with Denmark's Vestfrost Solutions to develop, manufacture, sell and service medical refrigeration and vaccine storage equipment including ice-lined refrigerators, vaccine freezers and ultra-low temperature freezers to the Indian market.
- Voltas announced plans of Rs. 400 crore (US\$ 50.10 million) capex under the PLI scheme to manufacture components for white goods in May 2022.
- In March 2022, Reliance announced that it would invest US\$ 220 million in a joint venture with Sanmina Corp, a US-listed company for making electronic products in Asian countries.
- According to sources, Apple Inc. 2021 manufactures 70% of mobile phones sold in India, a sharp increase from 30% recorded two years ago. This is a significant push towards the "Make in India" initiative, following the government's Production-Linked Incentive (PLI) plan, which began in FY21.
- In September 2021, tech giant Lenovo announced plans to ramp up manufacturing capabilities in India across various product categories, such as PCs, notebooks and smartphones, due to rising consumer demand. However, details of the investment were not disclosed.
- In September 2021, PG Electroplast, a contract manufacturer of electronic goods, announced that it had applied for a PLI scheme and pledged to invest Rs. 300 crore (US\$ 40.47 million) towards the production of air conditioner components.
- Intel has invested over US\$ 7 billion in design and R&D facilities in the country to date.
- As of March 03, 2021, 19 companies have filed for the Production-Linked Incentive (PLI) scheme for IT Hardware. The scheme was open for applications until April 30, 2021; its incentives will be available from April 01, 2021. Over

the next four years, the scheme is expected to lead to total production of ~Rs. 160,000 crore (US\$ 21.88 billion). Of the total production, IT hardware companies have proposed production of >Rs. 135,000 crore (US\$ 18.46 billion); and domestic companies have proposed production of >Rs. 25,000 crore (US\$ 3.42 billion).

- The government has set a target to get ~Rs. 18,000 crore (US\$ 2.4 billion) investments in the electronics manufacturing segment by 2021-22.
- On February 16, 2021, Amazon announced that it will commence manufacturing electronics products from India with Cloud Network Technology, a subsidiary of Foxconn in Chennai, later in the year. The device manufacturing programme will be able to produce 'Fire TV Stick' devices in large quantities every year, catering to the demands of customers in India.

Government Initiatives

The Government of India has adopted a few initiatives for the ESDM sector in the recent past, some of these are as follows:

- In March 2024, Prime Minister Mr. Narendra Modi laid the foundation stone for three semiconductor plants, with a total investment exceeding Rs. 1.25 lakh crore (US\$ 15.02 billion), positioning India to become a global semiconductor hub.
- The inaugural Future Skills Summit was organized by the Ministry of Electronics and Information Technology (MeitY) in collaboration with the National Institute of Electronics and IT (NIELIT) in Guwahati on February 15, 2024.
- Union Budget 2023-24 has allocated Rs. 16,549 crore (US\$ 2 billion) for the Ministry of Electronics and Information Technology, which is nearly 40% higher on year. The budget for FY23 had allocated Rs. 14,300 crore (US\$ 1.73 billion) for the IT ministry.
- The Government attaches high priority to electronics hardware manufacturing, and it is one of the important pillars of both the "Make in India" and "Digital India" programmes of the Government of India.
- The National Policy on Electronics (NPE) 2019 envisions to position India as a global hub for ESDM by encouraging and driving capabilities in the Country for developing core components, including chipsets and by creating an enabling environment for the industry to compete globally.
- By 2030, ADIF, a think tank for IT start-ups, aims to put India among the top three start-up ecosystems in the world, with an emphasis on expanding the knowledge base, encouraging collaboration and outlining the best policies.
- As per the Union Budget 2022-23, the Ministry of Electronics and Information Technology (MeitY) has been allocated Rs. 14,300 crore (US\$ 1.85 billion). In the allocated budget, revenue expenditure allocation is Rs. 13,911.99 crore (US\$ 1.8 billion) and capital expenditure allocation is Rs. 388.01 crore (US\$ 50.4 million).
- Ministry of Electronics & Information Technology (MeitY) has announced a "Scheme for Promotion of Semiconductor Eco-System" in India with a massive outlay of Rs. 76,000 crore (US\$ 9.48 billion) in 2022.
- Under the Production-Linked Incentive (PLI) scheme for IT Hardware Products, the Ministry of Electronics and Information Technology has approved 14 qualified applicants. To manufacture these products in India, the government will offer incentives of US\$ 983.76 million over the next four years. In this duration, production worth US\$ 21.62 billion and exports of US\$ 8.06 billion are expected.
- In September 2022, MeitY Startup Hub (MSH), an initiative of the Ministry of Electronics & Information Technology (MeitY), and Meta announced the launch of an accelerator programme to support and accelerate XR technology startups across India.
- As per the Union Budget 2022-23, the Ministry of Electronics and Information Technology (MeitY) has been allocated Rs. 14,300 crore (US\$ 1.85 billion).
- In the allocated budget, revenue expenditure allocation is Rs. 13,911.99 crore (US\$ 1.8 billion) and capital expenditure allocation is Rs. 388.01 crore (US\$ 50.4 million).
- About 80% of the Production-Linked Incentive scheme (PLI) to encourage manufacturing in the country, which covers 14 industries and has a total investment of Rs. 3 lakh crore (US\$ 38.99 billion) is concentrated in only three sectors: electronics, automobiles, and solar panel production.
- The PLI scheme for large-scale electronics manufacturing launched by the Ministry of Electronics and Information Technology (MeitY) in April 2020 has been extended from the existing five years band (FY21-FY25) to six years (FY21-FY26).
- In September 2021, India started discussions with Taiwan to alleviate the global semiconductor chip shortage. According to an exclusive Bloomberg report, this may bring chip production to South Asia by end-2021, coupled with tariff reductions on components used to make semiconductors.
- Officials from New Delhi and Taipei recently negotiated a proposal to set up a semiconductor facility worth US\$ 7.5 billion in India; the facility will supply everything from 5G devices to electric cars.
- In September 2021, the Indian Institute of Technology Indore and the Confederation of Indian MSME in Electronics System Design and Manufacturing (ESDM) and Information Technology (CIMEI), signed a Memorandum of

Understanding (MoU) to collaborate and share knowledge and best practices as well as offer technological support for the growth of Indian start-ups and SMEs.

- In May 2021, the cabinet, chaired by Prime Minister Mr. Narendra Modi, approved a proposal by the Department of Heavy Industries and Public Enterprises to implement the Production Linked Incentive (PLI) scheme 'National Programme on Advanced Chemistry Cell (ACC) Battery Storage' to achieve manufacturing capacity of 50 GWh (Giga Watt Hour) of ACC and 5 GWh of 'Niche' ACC, with an outlay of Rs. 18,100 crore (US\$ 2.47 billion).
- The key government initiatives such as 'Make in India' and 'Digital India' improved the country's EoDB. In 2021-22, the total budget allocation towards the 'Digital India' programme is Rs. 6,806.33 crore (US\$ 936.19 million).
- To accelerate quantum computing-led research & development and enable new scientific discoveries, the Ministry of Electronics and Information Technology (MeitY), in collaboration with Amazon Web Services (AWS), will establish a quantum computing applications lab in the country.
- On November 11, 2020, the Union Cabinet approved the Production Linked Incentive (PLI) scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities, and exports and promote the 'Atmanirbhar Bharat' initiative.
- A fund of Rs. 3.2 crore (US\$ 433.46 thousand) for three years has been approved by the Department of Electronics, IT, BT, Science & Technology.
- Under the PLI scheme for IT Hardware, the approved enterprises are estimated to manufacture equipment worth >US\$ 21.62 billion over the next four years. Of the total production, foreign companies have suggested production worth US\$ 11.38 billion, whereas domestic enterprises have planned a production of US\$ 10.20 billion.

Road Ahead



Local electronics design and production are being positively influenced by ongoing domestic consumption, changing dynamics in the global supply chain, and a plethora of policy initiatives to assist indigenous manufacturing in the current period is most advantageous. The smooth implementation of new initiatives and the reversal of restrictive laws will go a long way toward boosting international business confidence in India's business environment and attracting manufacturing investments.

In India, Sony, Samsung, LG Electronics, Panasonic, and other companies are the market leaders in the ESDM sector. Government efforts are concentrated on bridging the digital gap. Projects like "Digital India," "Smart Cities," "ePanchayats," "National Optical Fiber Network," etc. enhanced consumer demand for electronic goods around the nation. India's middle class is rapidly expanding, which has improved the affordability of electronics products. The demand for electronic goods has increased as consumers' preferences for products and devices with smart technology (like smart LED TVs) and inventive designs have changed and disposable incomes have increased. Continuous rise in personal disposable income in India increased to reach 2,410 in FY23, which is directly correlated with consumers' desire to spend money on electronics.

(Source: <https://www.ibef.org/industry/electronics-system-design-manufacturing-esdm>)

OUR BUSINESS

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 30, 188 and 222 respectively.

Unless otherwise indicated, the Restated Financial Statements included herein is based on our Restated Financial Statements for period ended December 31, 2024 and Financial Years ended on March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” beginning on page 188.

OVERVIEW

Established in 2007, our company is engaged in the business of digital PRO AV (professional audio-video) integration, post-sales support and distribution. Audio video (AV) integration involves the combination of audio, video, and control systems into a unified solution. We provide end-to-end customised digital PRO AV and automation solutions which includes designs, integration, management & on site support including cloud-based communication and automation solution for organizations across the country and in overseas market. Our technological solutions re-define communication, connectivity and creative synergy. We excel in designing and implementing customized AV solutions for corporate boardroom, organised retail digital branding, indoor & outdoor advertising, smart classroom, government projects, place of worship, home theatre, experience centre and other industries. We also offer value added services such as content management service – in Software as a service (SaaS) model, a cloud-based tool that helps users create, store, edit and publish digital content on their screens. We are offering live streaming and content management services through “Streampurple”.

In addition to integration, our Company is also engaged in direct selling and distribution of PRO AV products including but not limited to active LED screens (indoor/outdoor), professional display screens (touch / non-touch screens), digital signage screens, electronics shelf labels (ESL), digital podium, video conferencing cameras, processors, media players, speakers, mics, amplifiers, unified communication (UC) devices, hearing assistive device, mounts, cables and accessories.

We are also offering after-sales value added services includes annual maintenance contract (AMC) for technical support, repair & maintenance services of AV infrastructure to ensure optimal product performance and customer satisfaction.

Our customised AV solutions enable individuals and organizations to communicate, collaborate and present information more effectively and efficiently. We cater to the specialised needs of corporates and individuals’ clients by providing PRO AV and automation solutions designed to meet individual preferences and diverse user requirements. Our PRO AV solution helps in aiding the digital transformation across the sectors such as advertising technology (AdTech), education technology (EdTech), unified communication (UC) and AV entertainment & automation.

We can classify our business in following verticals:



Our Revenue bifurcations as per our business verticals are as follows:

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|----------------|----------------------|-------|--------------------|-------|----------------|-------|----------------|-------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| AV integration | 4,953.92 | 55.40 | 4,853.03 | 53.98 | 4,240.42 | 60.48 | 2,962.80 | 52.64 |

| Particulars | For the period ended | | For the Year ended | | | | | |
|--|----------------------|---------------|--------------------|---------------|-----------------|---------------|-----------------|---------------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Direct selling and distribution of Pro AV products | 3,721.52 | 41.62 | 3,647.65 | 40.57 | 2,282.31 | 32.55 | 2,328.05 | 41.36 |
| After-sales value added services | 266.19 | 2.98 | 490.06 | 5.45 | 488.66 | 6.97 | 338.10 | 6.01 |
| Total | 8,941.63 | 100.00 | 8,990.74 | 100.00 | 7,011.39 | 100.00 | 5,628.95 | 100.00 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated May 21, 2025.

We primarily secure our corporates and governments integration contracts through a competitive tender bidding process. Our pricing strategy is carefully tailored to each project's unique requirements, taking into account factors such as engineering skills required for the project, estimated project duration, and the specific products and manpower needed for successful project execution.

Our business is driven by an experienced sales and technical team that ensures proficient handling of all aspects, from installation and connectivity to programming and after-sales services. We also maintain sourcing arrangements from our identified vendor to supply projectors, screens, LED displays, automation controllers, cables, and more, ensuring comprehensive solutions for our customers. Currently, we sell our products and provide our solutions across India. We also provide automation solutions and supply our products to countries such as Singapore, Maldives, Qatar and Bangladesh. We are operating our business from our registered office in Delhi and 2 branch offices situated in Bengaluru and Assam. Furthermore, we have warehouses situated at Delhi, Manesar and Bhiwandi and a service centre situated at Delhi. For further details, please refer the "Properties" as mentioned in the section titled "Our Business" on page 149.

Our company is certified with ISO 9001:2015, for manufacturing LED display, USB camera, speakerphone, professional display/LED/LCD, digital podium/lectern, speakers, amplifier, computer kiosk & various AV products. Our Company is an approved electrical contractor to carry out electrical installation work in the National Capital Territory of Delhi. In the year 2023, our Company expanded its product portfolio by receiving the license issued by Bureau of Indian Standards (BIS) for the Behind the Ear (BTE) Hearing Aid IS 16127:2013.

Our Company is managed by our experienced promoters, Manoj Kumar Singh and Sandhya Singh who possesses over 28 years and 17 years of experience respectively in our industry. The promoters play crucial role in expansion of our Company and prosperity. Their experience has been instrumental in us developing and implementing our business strategies, anticipating and addressing market trends and changes in consumer preferences, managing and growing our business operations and maintaining and leveraging relationships with our customers, suppliers and resellers. For further details of our promoters and our management, please see chapter titled "Our Promoters and Promoter Group" and "Our Management" on page 181 and 166

KEY PERFORMANCE INDICATORS OF OUR COMPANY

Key Performance Indicators of our Company

(₹ in Lakhs, otherwise mentioned)

| Key Financial Performance | December 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|-------------------|----------------|----------------|----------------|
| Revenue from Operations ⁽¹⁾ | 8,941.63 | 8,990.74 | 7,011.39 | 5,628.95 |
| EBITDA ⁽²⁾ | 1,013.14 | 830.86 | 199.76 | 112.92 |
| EBITDA Margin (%) ⁽³⁾ | 11.33 | 9.24 | 2.85 | 2.01 |
| PAT | 656.83 | 543.83 | 65.91 | 29.29 |
| PAT Margin (%) ⁽⁴⁾ | 7.35 | 6.05 | 0.94 | 0.52 |
| Return on Equity (%) ⁽⁵⁾ | 57.27 | 99.50 | 27.27 | 15.00 |
| Debt to Equity Ratio (times) ⁽⁶⁾ | 0.99 | 1.35 | 2.51 | 3.84 |
| Current Ratio (times) ⁽⁷⁾ | 1.22 | 1.30 | 1.19 | 1.31 |
| Return on capital employed (%) ⁽⁹⁾ | 33.67 | 42.43 | 20.98 | 11.00 |
| Net capital Turnover ratio(%) ⁽¹⁰⁾ | 9.17 | 14.14 | 13.11 | 8.52 |

*As certified by Peer review Auditors, by way of their certificate dated May 10, 2025.

Notes:

⁽¹⁾ Revenue from operation means revenue from sales and other operating revenues

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the year divided by Revenue from Operations.

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided by equity

⁽⁸⁾ Current Ratio is calculated by dividing Current Assets to Current Liabilities

⁽⁹⁾ Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income

⁽¹⁰⁾ (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities) Net Capital Turnover Ratio is calculated as sale of product divided by/ working capital

OUR BUSINESS VERTICALS

1. INTEGRATION VERTICAL

We are a system integration company in the field of digital professional audio, video, control and many other related services catering to huge gamut of unique and complex spaces in various sectors. We are offering our solution in the followings industry segment:

a) **Food and Beverage Establishment (Hospitality):**

We excel in crafting hospitality experiences through latest AV solutions in hotels, restaurants and quick service restaurant. We offer tailored AV solutions, from budget-friendly restaurant signage to premium lounge bars equipped with DJ systems and audio-video setups. We meet expectations while accommodating our clients' budgets. With proactive support, we ensure uninterrupted operation in business-critical environments.

Case Study:

Transforming the Quick Service Restaurant (QSR) / Restaurant industry with powerful, vibrant and digital displays.

Client Requirement: Our client operates chain of QSR across the world and wanted to deliver similar immersive digital experience for their customer. They wanted to have a dynamic menu board which showcases their best-selling products and offers / discounts to increase sales. They wanted to install digital screen in their QSR to engage with their customers and dynamic digital store front to lure customers inside their restaurants. They also wanted a trusted integrator who can manage dynamic content on the screen real time.

Our Solution

Window display- to catch the eye of potential customers: Window display is designed for store front windows to maintain better picture quality and visibility even when exposed to direct sunlight.

Indoor digital menu boards: Entice customers with highlighted menu items through dynamic content options.

Converting static pillars into dynamic screen: Customer engagement is the key in QSR to grab attention of customers while their food, digital screens can keep customers engage with their dynamic content. Hence, we transformed pillar into interactive screen which keep customers engaged.

Networking: All digital screens at the QSR are connected with LAN / WiFi to ensure their smooth functioning without any down time.

Digital Signage solutions for QSR: Digital signage solutions make it easy for QSR to update right content on multiple screens at the same time. Our digital signages solutions offers ready to use and customisable templates with a user-friendly interface that enable simply plug and play. This is a secured cloud-based communication which enables intuitive scheduling and removes human dependency on updating content through a pen drive. Our digital signage solution helps our QSR client to manage on-screen content in their multiple restaurants at the click of their fingertips.



Indoor digital menu boards



Window display



Pillar Screen

b) Corporates Solution:

Audio video (AV) solutions play a crucial role in corporate environments by enhancing communication, collaboration, and productivity. These solutions encompass a wide range of technologies and tools that facilitate effective meetings, presentations, training sessions, and internal communications. We provide corporate communication solutions with audio-video products, perfect for boardrooms, conference rooms, huddle room, meeting schedulers, digital reception, digital cafeteria, AV conferencing solutions and Network Operation Centres (NOC) rooms etc.

Our screens enhance presentations, while our audio systems ensure clear output. We provide total control with the latest AV technologies. Meticulously tailored to match decor, our installations are executed by our technical team, ensuring optimum performance and reliability with minimal disruption and downtime for business needs.

Case studies:

- i. Network Operation center (NOC room) for a Government PSU company

Network Operation Center (NOC) is a centralized location where computer, telecommunications, or satellite network systems are monitored 24X7. It is the first line of defence against network disruption and failures.

Client Requirement: Our PSU client with diverse business operation in mining, metal and power and multiple offices and sites wanted to manage their IT department efficiently, scale operations, eliminate downtime rapid incident response and optimise network and hence they need a NOC room.

Our Solution: LED' based video wall installed at the central control room from where the complete plant operation is being monitored and controlled through various operator work- stations.

The video wall has to receive video input from multiple stations where different display screens are made available. The window screens are through LAN switches / through the existing video output of work station using external splitter.

The system is capable of displaying these images in different display formats on the videowall in any combination / position as desired. The system is also be capable of displaying a single screen of any of these work stations on the video-wall in stretched format with proper resolution.



Active LED module installation for NOC Room

ii. Enabling integrated communication for an aerospace corporation office in Bengaluru, India.

Client Requirement: Client demand seamless communication to interact efficiently with their multiple offices across the world. Client also wants to make their workspace vibrant & interactive for their employee wellness.

Our Solution: Our Company is engaged in providing latest integrated communication, audio-video solution for boardroom, meeting room and multipurpose room. We also design audio - video for common areas like reception and cafeteria to engage employees with digital experience.

We have provided smart boardrooms with dual touch display for enhanced collaboration, Cisco kit solution, latest video conferencing with audio and video transmission.

Smart Meeting room

55" Screen Video Wall Displays: Optimized for training sessions and content sharing.

Replace Switcher: signal routing for seamless AV management.

iPad Control Interface: Intuitive device control for ease of operation

Vibrant reception area

Speakers: audio for background music and announcements.

Projector with 150" Screen: Large-scale projection for presentations and events.

Controller for centralized content control.

iPad Control Interface: Convenient device management and automation.



Smart Boardrooms



Smart Meeting room



Vibrant reception area

Conclusion: The integrated AV and VC (video conferencing) solutions at this corporate office deliver an efficient, interactive, and immersive experience for board meetings, training, collaboration, and entertainment. The combination of latest technologies ensures better connectivity and audio-visual quality operation across all office spaces.

c) Organised Retail Solution:

We excel in crafting digital immersive shopping experiences for retail outlets and showrooms. Our audio-video solutions, including latest sound systems and digital displays, are designed to captivate potential customers. With our technical team, we design and execute solutions based on site-specific parameters such as space, footfall, and ambient conditions. Our commitment to aesthetics ensures smooth integration and better results, transforming spaces with beautiful screens and captivating soundscapes.

Case Study:

Elevating customer experience for our retail client - A global footwear brand

Client Requirement: In retail the most important thing is to gain customer attention and hence our professional audio video solution for retail are designed exactly to help our retail clients in getting more footfalls and advertising their products. One of our clients is a global footwear retailer with retail outlets across the world, they wanted to give the same in-store digital experience to their customers as any other of their global stores.

Our Solution:

Immersive and experiential in-store digital screens: Digital store front made of a big active LED screen and LED tickers to announce offers on products, branding and advertising. The active LED screen runs content through a controller and media player which is aligned to a cloud-based content management software. This allows the retailer to have dynamic content on their screens on demand.

Big digital product showcase window: Big digital product showcase window is designed and positioned where the customer has to make a buying decision.

Digital showcase for retail: In order to maintain our client global guideline, our Company designed an integrated digital showcase comprising of multiple screens, content and networking the same to run synchronised content to give the similar in-store experience for shoppers.



In-store digital screens



Big digital product showcase window

Conclusion: This project underscores the power of transforming shopping spaces through digital displays into lively and engaging environment. By leveraging the versatility and digital screens our client was successful in elevating their customer's experience.

d) Education Solution:

Audio-video (AV) solutions in education enhance the learning experience by integrating technology into the classroom, promoting engagement, collaboration, and effective communication. These solutions can range from simple projectors and sound systems to complex interactive displays and integrated AV systems. We provide AV solution for seminar hall, smart boards, auditorium setups, classroom solutions, Public Address (PA) systems and display screens etc.

Key Components of AV Solutions in education industry are smart boards, interactive displays, short-throw and ultra-short-throw projectors, laser projectors, projection screens, audio systems, speakers, microphones, amplifiers, visualizers, video conferencing systems, control systems and collaborative tools etc.

Case Study:

Empowering smart classroom for better learning at educational institutions - Schools / Colleges

Client Requirement: Education institutions want to enhance learning experience for their students through interactive technology, cater to diverse learning needs and prepare students for the future digital world. Personalised learning and active learning can be active through smart classrooms which can simplify teaching process, improves communication and ease assessment / feedback.

Education institutions want to adopt flexible and accessible teaching medium like interactive panels which helps in collaborative learning.

One of our projects was in Delhi NCR based school where we installed smart classroom solutions, Public address (PA) system and other communication for a better learning experience.

Our Solution:

Installation of smart interactive (Touch) display systems: The deployment of smart display systems in all classrooms has transformed the learning experience, enabling interactive and engaging lessons. With integration of digital content, teachers can deliver dynamic instruction, while students benefit from enhanced visual learning. The system supports modern education, fostering collaboration and innovation across the school.



Networking - We implemented a robust network infrastructure across the school premises, including structured cabling, switches, and WiFi coverage. This solution ensures reliable connectivity for classrooms, offices, and common areas, supporting digital learning and administrative operations. The project was completed efficiently, minimizing disruption to daily activities.



Public Address (PA) System - The school-wide PA system ensures seamless communication, enhancing safety and operational efficiency. With 100% coverage, it enables real-time announcements, emergency alerts, and daily operations. The installation was completed with minimal disruption, integrating modern technology for reliability. This system fosters a secure and connected environment, benefiting students, staff, and visitors alike.

Safety and Security: Video camera setup was designed to create a safe and secure environment for students, staff, and visitors. The project involved the installation of a comprehensive system, including CCTV cameras, access control mechanisms, and intrusion detection systems, all integrated into a centralized monitoring platform.

Townhall - We designed and installed a comprehensive audio system for the townhall, ensuring clear sound quality for events, meetings, and public announcements. The setup includes microphones, speakers, and mixers, tailored to the venue's acoustics. This solution enhances communication, engagement, and overall experience for all attendees.

Conclusion: The school was able to communicate with their students more efficiently after installing interactive panels.

e) Automotive Solution:

Automotive industry signage is using of electronic displays in the car industry, specifically in dealerships and showrooms. They are typically big TV screens that provide customers with information about the vehicles. These include better visible images and videos of the vehicles, sometimes in action, its details and special features, and sometimes interactive content that lets customers customize the vehicle according to their needs and preferences. This allows customers to enjoy the car-buying process and makes it more interactive and educational.

Case Study:

Elevating customer experience in automobile company showroom

Client Requirement: In automobile showroom the most important thing is to gain customer attention and communicate vehicle information hence our professional audio video solution for automobile showroom is designed to help our automobile clients in getting more footfalls and advertising their products.

Our Solution:

Digital signage Solution: Digital signage refers to the use of electronic displays to deliver dynamic content, information, and advertising messages. It has become an essential communication tool across various industries due to its effectiveness in engaging audiences and conveying messages in a visually appealing manner. Digital signage involves the use of digital display screens, such as LCDs, LEDs, or projectors, to showcase multimedia content. It can be installed in public spaces, retail stores, corporate offices, educational institutions, and more. Digital signage offers several significant benefits in the automobile industry. Here's how it can be advantageous:

1. Enhanced Customer Engagement

- *Real-Time Information:* Digital signage can provide up-to-date information on vehicle models, features, pricing, and promotions, engaging customers as they walk through the showroom.

- *Interactive Displays:* Touchscreen displays can allow customers to explore detailed information about different cars, including specifications, colors, and financing options, offering a more interactive experience.

2. Efficient Communication

- *Instant Updates:* With digital signage, showrooms can quickly update pricing, new arrivals, special offers, or any changes in real-time across multiple screens, ensuring that all customers receive the same information simultaneously.
- *Consistent Branding:* Displaying consistent and dynamic branding across the showroom can strengthen brand recognition and create a professional, modern atmosphere.

3. Promotions & Advertising

- *Dynamic Advertising:* Showrooms can display targeted advertisements for vehicle models, accessories, and maintenance services. These can be customized based on the time of day, the customer demographics, or even real-time data (e.g., promoting cars with limited availability).
- *Seasonal Campaigns:* Digital signage makes it easy to run seasonal campaigns, such as discounts during festive seasons, that can be updated instantly and change frequently.

4. Improved Customer Experience

- *Entertainment:* Waiting areas can be equipped with digital signage showing car-related videos, customer testimonials, or car-related news, which can improve the customer's time spent in the showroom.
- *Virtual Showrooms:* Interactive digital displays can offer a virtual showroom experience, where customers can view and compare different models without needing to walk around physically.

5. Remote Management

- *Centralized Control:* Digital signage content can be managed remotely, meaning dealership managers can update multiple showroom locations' content from a central system without the need for manual changes on each screen.

6. Data-Driven Insights

- *Customer Interaction Analytics:* Digital signage systems can track how long customers engage with certain content or displays, providing valuable data on customer preferences and behaviour. This can help dealerships better tailor their marketing strategies.

7. Increased Sales Opportunities

- *Highlighting Accessories or Add-ons:* Digital signage can promote car accessories, finance options, and insurance plans right alongside car models, which could lead to additional sales.
- *Cross-Promotions:* Digital screens can feature complementary offers like service packages, insurance, or discounts on future purchases, thus increasing upsell opportunities.



Conclusion:

By integrating digital signage, automobile showrooms, others can modernize their customer experience, enhance brand visibility, and streamline operations, all of which can lead to increased sales and customer satisfaction.

f) Personal Theatre & Home Automation:

We are offering home theatre and commercial theatre setups through our brand “Nano Theatre”. We are creating bespoke entertainment spaces tailored as per customers unique requirements. At Nano Theatre, we understand our customers environment design memorable experiences and offer the right electronics for a memorable viewing experience. We offer a complete range of services, including AV systems, home automation, custom recliners, acoustic treatments, and elegant theatre interiors. Customers can personalize / customize their personal theatre with audio / video products, automation products, acoustics solution, furniture etc.

Case Study:

Designed home theatre for a client

Home theatre is a dedicated entertainment system designed to replicate the experience of a commercial cinema within a home. Home theatre includes a large display screen, projector, surround sound speakers, AV receivers, media streaming device, acoustic panels and interiors to deliver an immersive experience.

We have designed a home theatre to accommodate the family's growing needs of content consumption. The project features a 7.2.2 Dolby Atmos surround sound setup paired with a 4K Laser projector and a diagonal screen, complemented by complete acoustic panel interiors. The room includes wall panelling, a black stretch ceiling with a fabric finish, fiber optic lighting, two-way wall lighting, step lights, and acoustical curtains. Seating is thoughtfully arranged with three recliners on a 4-inch false floor and a sofa at ground level.

Our home theatre solution is personalise based on our clients’ requirements of watching movies to playing games or watching live sporting events in the comfort of their home.



2. SALE AND DISTRIBUTION OF AV PRODUCTS

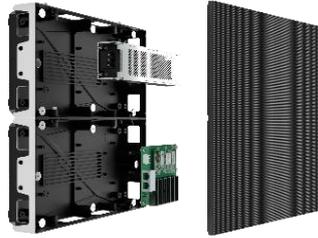
We are engaged in selling and distribution of PRO audio and video products to direct consumers and re-sellers. Our comprehensive range of PRO audio and video products includes but not limited to active LED screen (indoor / outdoor / curved), professional LCD display (from 7” to 110” (touch / non-touch), digital signage standees, speakers, conferencing speaker, video conferencing cameras, hearing assistive device and accessories such as processors, media players, audio accessories, cables, mounts, frames and miscellaneous components required for AV integration.

- **Indoor Active LED Display**

Indoor active LED displays are digital screens that use individual LEDs to produce bright, high-quality images or videos indoors. These displays are controlled to show dynamic content like text, images, or videos, and are often used in settings like retail stores, airports, and conference rooms. Unlike passive displays, each LED emits its own light, allowing for vivid colours and clear visuals in various lighting conditions.



Pixel pitch P1.2 Active Led Display



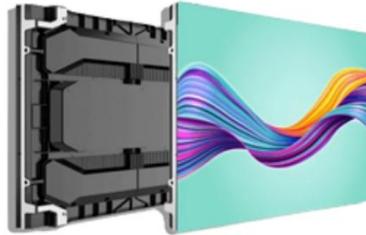
Pixel pitch P1.5 Active Led Display



Pixel pitch P1.8 Active Led Display



Pixel pitch P2 Active Led Display



Pixel pitch P2.5 Active Led Display



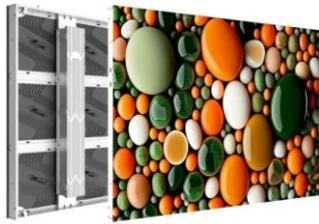
Pixel pitch P3 Active Led Display

• **Outdoor Active LED Display**

An outdoor active LED display is a large, bright screen made up of LED (Light Emitting Diode) panels designed for outdoor use. These displays are active because each individual LED is powered and controlled to show images, videos, or text in real-time. They are built to be durable, weather-resistant, and highly visible in bright sunlight or at night, making them ideal for advertising, information boards, or public announcements in outdoor settings.



Pixel pitch P2 Active Led Display



Pixel pitch P6 Active Led Display



Pixel pitch P8 Active Led Display



Pixel pitch P10 Active Led Display

• **COB LED**

A COB LED display refers to a Chip-on-Board (COB) LED technology used in displays. In this setup, multiple LED chips are directly mounted on a single circuit board to create a bright, compact, and efficient display.



COB LED Display

- **Transparent LED Video Wall**

Transparent LED video wall is a type of display made of LED panels that allow light to pass through, making it see-through while still displaying videos or images. allowing it to be used in windows, storefronts, or areas where maintaining visibility behind the display is important. These video walls are ideal for advertising and creating immersive experiences without blocking the view of what's behind the screen.



Transparent LED Video Wall

- **Flexible and Curved Indoor Micro LED**

A flexible and curved video wall is a large screen made up of multiple display panels that can bend or curve, allowing it to form non-flat shapes like waves or circles. It is used for eye-catching displays in places like malls, events, or control rooms.



Flexible and Curved Indoor Micro LED

- **Digital Kiosk**

A digital kiosk is a touchscreen device or small digital station that provides information or services, like ticket booking, product browsing, or self-checkout, without needing help from a person.



A Frame Digital Standee



Floor Mount Kiosk



Self-Ordering Kiosk

- **Pro Displays**

Professional displays are high-quality screens designed for business or commercial use, such as in offices, shops, or public places. They are built to run for long hours and show clear, reliable images.



Interactive Display



Signage Display



Non-touch Display

- **Speaker & Amplifier**

Speakers are devices that produce sound by converting electrical signals into audible sound waves. They typically consist of components like drivers, cones, and magnets, which work together to create sound when an electrical signal passes through them.

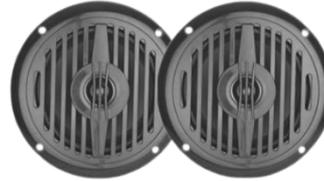
Amplifiers are electronic devices that increase the strength of electrical signals, making them powerful enough to drive speakers. They take weak audio signals from sources like a phone or computer and amplify them, enabling the speakers to produce louder sound.



Ceiling BT Speaker



Garden Speaker



Marin Speaker



Rock Speaker



Wall Mount Speaker



Wi-Fi & Bluetooth Ceiling Speakers



Amplifier

- **Conferencing Audio Speaker/Phone**

A conferencing audio speakerphone is a device that enables clear, hands-free communication during group calls, allowing multiple people in a room to speak and listen without using individual phones. It has built-in microphones and speakers for better sound quality during meetings.



Conferencing Speakers Phone for Small Meeting Room



Medium conference Rooms



Conferencing Speakers Phone for Huddle Room

- **Conferencing Video Camera**

A **conferencing video camera** is a camera used in video calls or meetings to capture live video of participants. It is designed to provide clear and high-quality video for virtual conferences, enabling people in different locations to see each other during discussions. These cameras often have features like wide-angle lenses and autofocus to ensure everyone in the room is visible.



Conferencing Camera Personal or Small meeting



EPTZ Conferencing Camera for Medium Meeting Room



PTZ Conferencing Camera for Huddle Meeting Room

- **Hearing Aids**

Hearing aids are small electronic devices worn in or behind the ear to help people with hearing loss. They amplify sounds, making it easier for individuals to hear conversations and other noises. Hearing aids are adjustable to suit different levels of hearing loss and can be customized for each user's needs.



In The Ear (ITE) Hearing Aids



Canal Processed Hearing Aids

- **Digital Podium**

A digital podium is an advanced version of a traditional podium, designed for presentations and speeches. It typically features built-in technology like microphones, screens, and control panels to manage slides, videos, and audio during a presentation. Digital podiums make it easier for speakers to interact with their audience and present information in a more organized and tech-savvy way.



Podium



Digital Podium

- **Electronic Shelf Labels**

Electronic shelf labels (ESLs) are digital price tags or displays attached to store shelves. They show product information, like price and description, and can be easily updated remotely using a central system. ESLs help retailers keep pricing accurate and change information quickly without needing to manually replace paper tags.



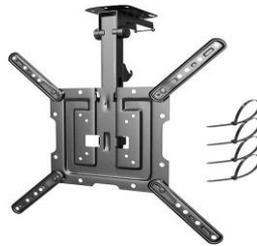
Electronic Shelf Labels

- **Accessories**

Display mounts are devices used to securely attach screens, such as TVs or monitors, to walls, ceilings, or desks. They help position the display at the desired angle or height for better visibility and can save space by keeping screens off the floor or furniture. Display mounts are commonly used in homes, offices, and public spaces.



Pop-up Motorized Projector Lift



Ceiling Mount Motorized Lift



Robotic Display Stand-1



Robotic Display Stand-2



Robotic Display Stand-3



Robotic Display Stand-4

3. AFTER-SALES VALUE ADDED SERVICES

We provide Annual maintenance contract (AMC) on PRO AV installations which includes technical support and maintenance of AV products by personal visits and online assistance by our experienced engineers. Our AMC services include periodic inspections, calibration adjustments, cleaning and dust removal, software upgradation, emergency repairs, parts replacement and technical support etc.

Our complete AMC service offerings are specially designed to ensure that AV equipment's work efficiently, lasts longer, cost saving and reduce unplanned downtime. With our AMC services our clients always have a peace of mind on smooth functioning of their AV installation and are well focussed on their key area of work.

We have a dedicated toll-free line (18003090352) for our customers to address any difficulties faced while operating our products. We ensure to attend any such queries from our customers by sending our technical personnel at the customer site or the same is addressed through telephone support. We have an experienced sales and technical team across India. As of December 31, 2024, our Company has employed 85 permanent employees including 28 employees in our sales and marketing team and 38 employees in our technical support team. Following is the complaint resolution process of our company.

Support Request Initiation

- Client raises an issue via AVSupport@purplewave.in email with brief issue summary

Ticket Creation

- Support team reviews issue, contacts client for details, and creates a complaint ID

Support Level 1: Desk Call

- Basic help is provided over phone. If resolved, case is closed and report is shared.

Support Level 2: Engineer Visit

- If not resolved remotely, call is assigned to the field engineer based on location.

Escalation to Vertical Head

- Unresolved issues are escalated to the vertical head to ensure resolution in timely manner.

Call Closure & Report

Engineer shares closing report post resolution and the call is officially closed

OUR STRENGTHS

We believe that the following competitive strengths have contributed to our business growth and will continue to drive our success.

1. *Wide product portfolio having applications across various customer segments.*

We provide end-to-end customised digital PRO AV and automation solutions which includes designs, integration, management & support on site including cloud-based communication and automation solution for organizations across the country and in overseas market. We excel in designing and implementing customized AV solutions for corporate boardroom, retail, outdoor advertising, smart classroom, government projects, place of worship, home theatre, experience centre and other industries.

In addition to integration, our Company is also engaged in direct selling and distribution of PRO AV products including but not limited to active LED screens (indoor/outdoor), professional display screens (touch / non-touch screens), digital signage screens, video conferencing cameras, processors, media players, speakers, mics, amplifiers, hearing assistive device, mounts cables and accessories. Our Company is also providing content management service and after-sales services includes annual maintenance contract (AMC) for technical support, repair & maintenance services of AV infrastructure to ensure optimal product performance and customer satisfaction.

We believe that our comprehensive range of products and solutions enable us to capitalize on growth opportunities and demand in our industry. Our product mix has evolved over the past years as we have entered into new product categories. We believe that maintaining a variety of products in our business provides us with an opportunity to cater to diverse needs of different customer segment. We are catering B2B, B2C and B2G segment which give us the advantage of wide spread customer network. Our customer engagements are dependent on us delivering quality products consistently. Further, we believe that our ability to adapt our product offerings to match the needs of our consumers across a wide range of industries gives us a competitive advantage in the market. Following are the revenue bifurcation of our company based on B2B, B2C and B2G segment:

(₹ in Lakhs)

| Industry Segment | For the period ended | | For the Year ended | | | | | |
|------------------|----------------------|----------------|--------------------|---------------|-----------------|---------------|-----------------|---------------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| B2C | 3735.72 | 41.78 | 401579 | 44.67 | 4324.17 | 61.67 | 2518.56 | 44.75 |
| B2B | 4911.55 | 54.93 | 4808.06 | 53.48 | 2582.36 | 36.83 | 2913.71 | 51.76 |
| B2G^ | 294.36 | 3.29 | 166.89 | 1.86 | 104.86 | 1.50 | 196.68 | 3.49 |
| Total | 8,941.63 | 100.00. | 8,990.74 | 100.00 | 7,011.39 | 100.00 | 5,628.95 | 100.00 |

^Business to Government

*As certified by Statutory Auditor of our Company, by way of their certificate dated May 21, 2025.

2. *Well established relationship with clients.*

Our Company through regular communication and personalized service, has fostered a client base who provide us repeated business for all their audio video needs (Active LED screens, Professional display and Audio needs). This relationship with clients has been crucial for us to sustain competition in the industry. We have a dedicated toll-free line (18003090352) for our customers to address any difficulties faced while operating our products. We ensure to attend any such queries from our customers by sending our technical personnel at the customer site or the same is addressed through telephone support. We have an experienced sales and technical team across India.

We believe in delivering quality products and comprehensive after-sales services to our customers, ensuring that the performance of our products does not deteriorate over time. We take pride in offering a suite of support services tailored to meet the diverse needs of our customers. Visits with customers are kept regularly to understand their needs, concerns and address them personally. We understand that our industry is highly competitive and maintaining healthy relationship with our clients will help us to be in the competition.

3. *Leveraging the experience of our Promoters and Directors.*

Our Promoters, Chairman and Managing Director, Manoj Kumar Singh and our Whole-Time Director, Sandhya Singh who possesses over 28 years and 17 years of experience respectively in the AV industry. Our promoters are associated with our company since its inception. They are well-versed in the latest advancements in technology and are constantly updating their knowledge to provide innovative and customized solutions to meet the varied requirements of our clients. The vision and growth strategies of our Company have been greatly influenced by their experience.

We trust that our management team, with their industry experience, plays a key role in our operational growth. Their experience and relationships have expanded our capabilities, enhanced service quality, and made it easier to reach our customers.

4. *Wide geographical reach*

We are operating our business from our registered office in Delhi and 2 branch offices situated in Bengaluru and Assam. Furthermore, we have warehouses situated at Delhi, Manesar and Bhiwandi and a service centre situated at Delhi. Currently, we sell our products and provide our solutions across India. We also provide automation solutions and supply our products to countries such as Singapore, Maldives, Qatar and Bangladesh. We have been continuously focusing on diversifying our customer concentration across domestic as well as global market. Followings are the bifurcation of geographical Revenue:

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|--------------------------------|----------------------|---------------|--------------------|---------------|-----------------|---------------|-----------------|---------------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Through Export | 47.08 | 0.53 | 72.52 | 0.81 | 19.44 | 0.28 | 16.44 | 0.29 |
| Through Domestic | 8,894.54 | 99.47 | 8,918.22 | 99.19 | 6,991.94 | 99.72 | 5,612.50 | 99.71 |
| Revenue from operations | 8,941.63 | 100.00 | 8,990.74 | 100.00 | 7,011.39 | 100.00 | 5,628.95 | 100.00 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated May 21, 2025.

OUR STRATEGIES

The following are the key strategies of our Company for its business:

1. *Setting up of office space cum product showcase area:*

As a part of our growth strategy, we plan to expand our operation by funding of capital expenditure towards setting up of office space cum product showcase area for streamlined operations, brand awareness and creating selling opportunities for our products. Our plans for infrastructure expansion revolve around establishing office space cum product showcase area strategically positioned to drive sales growth and enhance customer engagement as well as saving in rent expenses. The office space cum product showcase area will be sitting up in Delhi which will offer immersive environments where customers can interact firsthand with our diverse range of AV products and automation solutions. The product showcase area will design to appeal to affluent clients and resellers, interested in AV and automation solutions. With a dedicated

customer relations team focused on providing personalized attention, we ensure that each customer receives customized solutions that align with their unique needs.

These activities are integral to creating, maintaining and enhancing brand visibility and correspondingly to create, sustain and enhance our presence in the industry. For further details, please see the chapter titled “*Objects of the Issue*” beginning on page 86.

2. *Expand our international presence:*

Currently, we are providing integration services and supply our products to countries such as Singapore, Maldives, Qatar and Bangladesh etc. Our company is proposing to increase its business operations in the international markets. Our company will conduct a thorough market analysis which will identify promising international markets, taking into account factors such as size, growth potential, and cultural nuances. Adapting our products to align with local preferences, establishing strategic partnerships, and executing localized marketing campaigns will contribute to enhancing our brand's appeal. Ensuring regulatory compliance and talent localization will be pivotal for maintaining ethical and efficient operations. Proactively addressing risks and leveraging technology for seamless integration are integral components of our strategy that will help our company to grasp the Brands’ vision and understand the clients’ objectives. Regular evaluation and adaptation will serve as key elements, fostering resilience in the dynamic global landscape. Through these strategic initiatives, our objective is to establish a robust international presence, tapping into diverse markets and securing sustainable growth for our company.

3. *Expansion of Service Network:*

Currently, our company is having a service centre at Delhi and providing onsite support to our customers across the country. In our commitment to providing comprehensive support to our valued customers, we intend to expand our service network in regional metro cities. By establishing additional service centres, we aim to bridge the gap in post-sales support, particularly in areas where such services were previously unavailable. This strategic expansion is driven by our desire to ensure that customers across the nation have access to timely and reliable support for their AV solutions. By extending our service reach, we anticipate capturing a wider customer base and fostering stronger relationships with both existing and potential clients. Furthermore, the expansion of our service network is expected to catalyse the growth of our dealer/resellers network. By enhancing the support infrastructure available to our dealers/resellers, we empower them to provide superior service to their customers, thereby facilitating mutual growth and success.

4. *Brand Building:*

We intend to build our brands “Saipur” and “TheIVY” through private labelling of wide range of digital PRO AV products. Private labelling of PRO AV products will allow us faster market entry, build customer loyalty and thereby increase profit margins. We plan to further build “StreamPurple” as a cloud-based content management software useful in live streaming and digital signage solution. By offering flexible SaaS (Software as a service) revenue model, we want to ensure maximum utilisation by our customers and higher profit margins. Further, diversification into personal entertainment with our brand “NanoTheatre” focussing on building home theatres / personal theatre set-up. We intend to take an ecommerce first approach to build “NanoTheatre” as a one stop shop for all things personal theatre.

5. *Strengthen relationships with our existing customers and expand customer base:*

We believe that developing and maintaining long term sustainable relationships with our suppliers, customers and employees will help us in achieving the organizational goals, increasing sales and entering into new markets. Our dedicated and focused approach and timely delivery of products have helped us to build strong relationships over a number of years. As part of our growth strategy, we intend to focus on larger volume of sales and addition of new products in our portfolio and focus on industries such as education, transportation and entertainment to achieve our targeted sales. We are participating consistently in trade exhibitions and dealer meets to generate leads and acquire new customers.

6. *Focus on dealing in quality standard products:*

Our Company is dedicated towards quality of our products which has helped us to maintain relations with our existing customers and has also facilitated us to entrench with new customers. We ensure that our products comply with quality standards. Our Company is ISO 9001:2015 and Quality Management System certified company. Our operating procedures are in place to ensure quality and timely service to our customers. Our company intends to strengthen its service effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.

7. *Creating a strong marketing and promoting strategy:*

A strong marketing and promotion strategy is crucial for the success of our company. Our company recognizes this and plans to invest in creating a robust marketing plan that will ensure our content reaches its target audience. Our marketing team will develop a comprehensive strategy that utilizes a combination of traditional and digital marketing techniques to create brand awareness and drive engagement with our audience. By investing in marketing and promotion, we can build brand awareness, increase audience engagement.

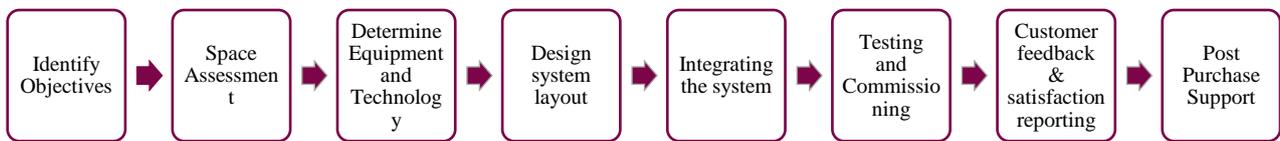
In alignment with evolving customer preference of digital / e-commerce adoption, our company is well placed to strengthen our e-commerce presence. Our e-commerce strategy involves leveraging our brands website and social media platforms of selected products and services.

8. Improve Debt – Equity Ratio:

As on December 31, 2024, our debt - equity ratio stands at 0.99. We intend to repay certain amount of these loans to improvise our debt equity ratio and also this will help our company to obtain working capital loans / term loans for expansion in future which will improve our operational efficiency. Further, repayment of loans and borrowings will reduce burden of repayment of loans repayable on demand and enhance our financial stability and reduce long term liabilities.

OUR WORKFLOW PROCESS

A. Here are the key steps and considerations in designing and integration of an AV solution:



1. **Identify Objectives** - Understanding client’s needs, goals and expectation from their AV control system.
2. **Space Assessment** - Evaluating the physical environment fully where the AV system has to be installed including, the dimensions of the room, lighting condition, acoustics and any other architectural constraints
3. **Determine Equipment and Technology** - According to requirement and space available, we figure out the right equipment and technology we can put in use to give the best results to our clients.
4. **Design system layout** - Our pre-sales design team creates a presentable layout of their space with our suggested equipment and technology. Our team is experienced in creating line schematics layout with proper measurements which helps the integration team on-site
5. **Integrating the system** - Integration / Installation is all about how different AV components are set-up to interact and communicate with each other as per the designed layout. We conduct thorough in-home assessments to evaluate space, acoustics, and AV components requirements. Based on which, we create detailed proposals that integrate AV equipment, layout designs, and customized automation features tailored to the client's preferences. Thereafter, our team of technicians executes the setup, adhering to precise plans to ensure optimal performance and client satisfaction, with thorough quality checks post-installation.
6. **Testing and Commissioning** - After installation our team perform rigorous testing to make sure the AV system is functioning properly as per our client’s requirement. Commissioning is done after ensuring our client is satisfied with the outcome of the AV system as per their requirement.
7. **Customer feedback & satisfaction reporting:** We prioritize customer satisfaction by providing support throughout the buying process. We maintain regular communication to keep clients informed about installation progress and address any concerns they may have. Customer feedback is analysed by the management to gauge the quality of our installation process and technical skills of the team. Our internal training systems are fine-tuned based on feedback received. We value feedback from our customers, gathered during consultations and post- installation, as it drives our continuous improvement efforts.
8. **Post Purchase Support:** Our after sales support includes troubleshooting, maintenance and upgrades as needed to

ensure continued satisfaction of our clients.

B. Here are the key steps for direct selling and distribution of PRO AV products:



1. **Product Need recognition:** In relation to direct selling and distribution of PRO AV products, we first prepare and finalize a list of different range products in terms of quality and quantity for stocking up the trading inventory.
2. **Selection of supplier:** Supplier selection is the process by which our Company identifies, evaluates the suppliers in terms of quality, price and payment terms. Our Company is obtaining competitive rates along with quality specification and payment terms from various suppliers in relation to the require products. The process of supplier selection gives our Company a clear understanding of the quality of the products and improve our success and competitiveness.
3. **Issuing purchase orders:** Once supplier is identified, our company issue purchase orders in terms of desired quantity of products along with the negotiated price. Our Company issue the purchase orders to the suppliers, give instruction for packaging of products.
4. **Receipt of Products:** once we issue the purchase orders to our suppliers, they dispatch the products and we receive the products at our location and initiate the quality check process.
5. **Dispatch for further Sale:** We have PAN India presence with our resellers network for our domestic market. We follow offline distribution model for sale of our products to resellers for further sale.

INSTALLED CAPACITY AND CAPACITY UTILIZATION

As our company is not a manufacturing entity and does not have any plant and machinery, installed capacity and capacity utilization are not applicable to us.

LOGISTICS

We outsource inward logistics. We also outsource the delivery of our products to either third-party logistics companies or as mutually agreed shipment terms as decided with the customers.

INFRASTRUCTURE AND UTILITIES

Our registered office and branch offices are well equipped with computer systems, internet connectivity, other communication equipment and other facilities which are required for our business operations to function smoothly. These are well equipped with requisite utilities and facilities including the following:

Raw Material

Our Company is engaged in the business of AV integration and selling and distribution of PRO AV products. Hence, details regarding raw materials are not applicable to us. However, we procured AV products from domestic as well as international market for our business operations. The table below sets forth details of our purchases during the stub period ended December 31, 2024 and for financial year ended March 31, 2024, 2023 and 2022.

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|-----------------------|----------------------|---------------|--------------------|---------------|-----------------|---------------|-----------------|---------------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Through Domestic | 7,326.53 | 99.35 | 6,940.24 | 90.75 | 4,960.26 | 94.69 | 4,432.33 | 93.16 |
| Through Import | 47.54 | 0.65 | 706.69 | 9.25 | 278.18 | 5.31 | 325.26 | 6.84 |
| Total Purchase | 7,374.07 | 100.00 | 7,646.94 | 100.00 | 5,238.44 | 100.00 | 4,757.59 | 100.00 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated May 21, 2025.

Our Company maintains a base of reliable product suppliers who consistently provide AV products as per our requirements. We usually do not enter into long-term supply contracts with any of our suppliers. The AV products are

majorly procured in the international market from China and Sweden etc and in the domestic market from Uttar Pradesh and Delhi etc. The table below sets forth details of our supplier concentration (based on value of purchases) during the stub period ended December 31, 2024 and for financial year ended March 31, 2024, 2023 and 2022.

(₹ in Lakhs)

| Particulars | December 31, 2024 | | 2023-24 | | 2022-23 | | 2021-22 | |
|------------------|-------------------|-------|----------|-------|----------|-------|----------|-------|
| | ₹ | % | ₹ | % | ₹ | % | ₹ | % |
| Top 10 Suppliers | 6,090.44 | 82.59 | 6,284.77 | 82.19 | 4,306.06 | 82.20 | 4,130.81 | 86.83 |
| Top 5 Suppliers | 5,431.96 | 73.66 | 5,439.44 | 71.13 | 3,991.86 | 76.20 | 3,804.39 | 79.96 |
| Top 1 Suppliers | 4,358.64 | 59.11 | 3,304.56 | 43.21 | 2,940.53 | 56.13 | 2,780.97 | 58.45 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated May 01, 2025.

Top 10 Suppliers:

Our top 10 suppliers in terms of amount for the period ended December 31, 2024 and for the financial years ending March 31, 2024, 2023 and 2022 are as under:

| For the period ended December 31, 2024 | | | |
|--|-----------------|---------------------|--------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Supplier 1 | 4,358.64 | 59.11 |
| 2. | Top Supplier 2 | 300.47 | 4.07 |
| 3. | Top Supplier 3 | 282.91 | 3.84 |
| 4. | Top Supplier 4 | 272.35 | 3.69 |
| 5. | Top Supplier 5 | 217.58 | 2.95 |
| 6. | Top Supplier 6 | 187.79 | 2.55 |
| 7. | Top Supplier 7 | 161.07 | 2.18 |
| 8. | Top Supplier 8 | 133.16 | 1.81 |
| 9. | Top Supplier 9 | 89.88 | 1.22 |
| 10. | Top Supplier 10 | 86.56 | 1.17 |
| | Total | 6,090.44 | 82.59 |

| For the period ended March 31, 2024 | | | |
|-------------------------------------|-----------------|---------------------|--------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Supplier 1 | 3,304.56 | 43.21 |
| 2. | Top Supplier 2 | 842.15 | 11.01 |
| 3. | Top Supplier 3 | 530.03 | 6.93 |
| 4. | Top Supplier 4 | 449.14 | 5.87 |
| 5. | Top Supplier 5 | 313.53 | 4.10 |
| 6. | Top Supplier 6 | 237.07 | 3.10 |
| 7. | Top Supplier 7 | 220.83 | 2.89 |
| 8. | Top Supplier 8 | 184.68 | 2.42 |
| 9. | Top Supplier 9 | 115.49 | 1.51 |
| 10. | Top Supplier 10 | 87.24 | 1.14 |
| | Total | 6,284.77 | 82.19 |

| For the period ended March 31, 2023 | | | |
|-------------------------------------|-----------------|---------------------|--------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Supplier 1 | 2,940.53 | 56.13 |
| 2. | Top Supplier 2 | 709.23 | 13.54 |
| 3. | Top Supplier 3 | 138.59 | 2.65 |
| 4. | Top Supplier 4 | 125.28 | 2.39 |
| 5. | Top Supplier 5 | 78.20 | 1.49 |
| 6. | Top Supplier 6 | 71.00 | 1.36 |
| 7. | Top Supplier 7 | 67.09 | 1.28 |
| 8. | Top Supplier 8 | 60.09 | 1.15 |
| 9. | Top Supplier 9 | 59.13 | 1.13 |
| 10. | Top Supplier 10 | 56.88 | 1.09 |
| | Total | 4,306.06 | 82.20 |

| For the period ended March 31, 2022 | | | |
|-------------------------------------|-----------------|---------------------|--------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Supplier 1 | 2,780.97 | 58.45 |
| 2. | Top Supplier 2 | 634.41 | 13.33 |
| 3. | Top Supplier 3 | 192.49 | 4.05 |
| 4. | Top Supplier 4 | 104.76 | 2.20 |
| 5. | Top Supplier 5 | 91.75 | 1.93 |
| 6. | Top Supplier 6 | 82.91 | 1.74 |
| 7. | Top Supplier 7 | 75.47 | 1.59 |
| 8. | Top Supplier 8 | 66.93 | 1.41 |
| 9. | Top Supplier 9 | 56.80 | 1.19 |
| 10. | Top Supplier 10 | 44.28 | 0.93 |
| | Total | 4,130.81 | 86.83 |

*Name of our suppliers has not been separately disclosed to preserve confidentiality and due to non-receipt of their consent.

Please note that the % as shown in the tables above has been derived by dividing the total amount of purchased from the said supplier with the Purchases of Raw Material of our Company in the relevant year as mentioned in the Profit and Loss Statement as given in Restated financials of our Company.

As certified by Statutory Auditor of our Company, by way of their certificate dated May 01, 2025.

Water

Our offices have adequate water supply arrangements for human consumption and commercial purpose which is procured from local authorities.

Power

The requirement of power for our operations, at our offices are met through regional electricity providers

Manpower

We believe that our ability to maintain growth depends largely on our strength in attracting, training, motivating, and retaining employees. As of December 31, 2024, our Company has employed 85 permanent employees at various levels of the organization. The following table sets forth a breakdown of our employees by function:

| Department/Function | No. of Employees |
|----------------------|------------------|
| Sales & Marketing | 28 |
| Finance | 4 |
| Human Resource | 2 |
| Packaging & Dispatch | 6 |
| Legal and Compliance | 1 |
| Technical Team | 38 |
| Administration | 6 |
| Total | 85 |

The company does not hire labour on contract basis.

At present, our employees are not unionized, and we have not encountered any work disruptions, strikes, lockouts, or other forms of employee unrest. The Company maintains that its relations with its employees are positive. We uphold stringent safety standards in our facilities to ensure that our employees are not exposed to any hazards, prioritizing their well-being and security.

Training to the Employees:

We focus on providing regular training to our employees which includes technical skills training, soft skills development and regulatory and compliance training. We conduct in-person and online training programs making it convenient for all employees to attend. The objective of training program is to help our employees perform their jobs efficiently, stay updated with industry trends and adopt to changing roles and responsibilities.

Details of Employees' Provident Fund and Employees State Insurance Corporation as on December 31, 2024:

| Particulars | Number of employees registered | Amount paid (₹ in lakhs) |
|---------------------------------------|--------------------------------|--------------------------|
| Employees' Provident Fund | 63 | 28.91 |
| Employees State Insurance Corporation | 7 | 0.36 |
| Non EPF & ESIC | 22 | 0.00 |

Note: there are 7 employees who are currently covered under both the EPF and ESIC and the company have signed Form 11 of 22 Employee's. Hence total staff enrolled is 85 as on 31.12.2024.

The attrition rates for the period ended December 31, 2024, FY 2024, 2023 and 2022 for the employees who are on pay roll of the Company are 6.94%, 11.97%, 12.61% and 15.84% respectively.

ENVIRONMENT, HEALTH & SAFETY

We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, please see the chapters titled "Key Industry Regulations and Policies" and "Government and other Approvals" beginning on page 152 & 243 respectively.

CUSTOMERS, SALES & MARKETING

Our sales & marketing team consists of 28 members. Our team approaches new customers to display our capabilities and to bring in new business accordingly, our existing customers often approach us to deliver integrated PRO AV solutions and products with updated features. We follow a business development process for customer acquisition and retention for both new and existing customers. The marketing team is also involved in identifying new products especially to oversee the pricing and technical specifications. The marketing and sales team collects a data base of prospective customers and initiates marketing of our integrated solution, products and services. Our relationships with our customers as well as our strategy to cross sell our solution and products to existing customers enable us to market our products efficiently.

Our marketing strategies aims to focus on identifying target audiences, developing a strong brand image, utilizing multichannel marketing, and leveraging customer feedback to improve products and services. The different strategies adopted by us are as detailed below:

Target Audience Identification

Our Company identifies key target markets, including retail, education, corporate and government sectors. We customize our offerings to address the unique needs of each segment i.e., we offer interactive touch panel for educational institutions for enhancing engagement and learning outcomes for students, advanced features such as AI marketing tools, remote monitoring capabilities. The government and PSU's sectors orders are usually won by a tender system using GEM Portal.

Multi-Channel Marketing

Our Company adopts a multi-channel marketing approach, utilizing the following channels:

> Online Marketing:

We have developed an informative and user-friendly website that serves as a comprehensive hub, showcasing our range of products, product certifications, news coverage, list of clients, support and sales team contact details, which enables the prospective customers to know the company's products and reach. This also facilitates customer decision making for placing orders without much inconvenience. We also leverage the power of social media platforms such as Instagram, Facebook, LinkedIn and Google to amplify our reach and engagement. Through targeted advertising, we foster meaningful interactions with our audience, thereby driving sales and brand awareness.

> Trade Shows and Exhibitions:

We actively participate in industry trade shows and exhibitions to showcase our latest products and innovations. These events serve as excellent platforms to interact with industry influencers, peers and potential clients while gaining exposure to new market trends. This helps the Company in strengthening its presence in the market, showcasing its expertise and exploring opportunities for growth within the industry.

Online and On-Site Support

We provide convenient online support through various channels. We ensure that assistance is readily available whenever needed, enhancing peace of mind for our clients. Our support executives also visit resellers offices to provide personalized training and assistance. This hands-on approach fosters strong partnerships, thorough understanding and ensures effective utilization of our products.

Sales Promotion and Incentives

During special occasions, our Company extends offers to our customers. These special promotions may include discounts, complimentary services, or bundled products, adding value to customers purchases and fostering a sense of celebration and appreciation.

COMPETITION

We operate in a competitive industry, with participants in the unorganized sector. Many segments within the electronics sector have low barriers to entry or exit, leading to a market with a very high degree of fragmentation. We believe that the principal competitive factors include service quality, reliability, price and the ability to understand evolving industry trends as well as the ability to anticipate, understand and address customer requirements, established relationship with suppliers and customers, etc. However, with our commitment to quality and service along with timely execution of orders enables us to compete effectively with our competitors.

EXPORT OBLIGATIONS

As on date of this Draft Red Herring Prospectus, our company do not have any export obligation.

COLLABORATION

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or financial collaboration agreements, tie ups and joint ventures.

REVENUE BREAKUP ON OUR CUSTOMERS

Following are the breakup of revenue based on our customers:

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|-------------|----------------------|-------|--------------------|-------|------------|-------|------------|-------|
| | December 31, 2024 | | 2023-24 | | 2022-23 | | 2021-22 | |
| | ₹ in Lakhs | % | ₹ in Lakhs | % | ₹ in Lakhs | % | ₹ in Lakhs | % |
| Top 1 | 3,305.49 | 36.96 | 1,240.94 | 13.80 | 1,918.73 | 27.37 | 1,958.55 | 34.79 |
| Top 5 | 5,406.84 | 60.46 | 4,381.15 | 48.73 | 4,503.41 | 64.23 | 3,811.08 | 68.95 |
| Top 10 | 6,522.01 | 72.93 | 5,508.49 | 61.27 | 5,190.79 | 74.03 | 4,346.46 | 77.22 |

Top 10 Customers:

Our top 10 customers in terms of amount for the period ended December 31, 2024 and for the financial years ending March 31, 2024 and the preceding two fiscals are as under:

| For the period ended December 31, 2024 | | | |
|---|-----------------|---------------------|--------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Customer 1 | 3,305.49 | 36.97 |
| 2. | Top Customer 2 | 781.27 | 8.74 |
| 3. | Top Customer 3 | 477.50 | 5.34 |
| 4. | Top Customer 4 | 431.38 | 4.82 |
| 5. | Top Customer 5 | 411.18 | 4.60 |
| 6. | Top Customer 6 | 375.92 | 4.20 |
| 7. | Top Customer 7 | 239.97 | 2.68 |
| 8. | Top Customer 8 | 196.40 | 2.20 |
| 9. | Top Customer 9 | 174.39 | 1.95 |
| 10. | Top Customer 10 | 128.46 | 1.44 |
| | Total | 6,522.01 | 72.94 |

| For the Financial Year ended March 31, 2024 | | | |
|--|-----------------|----------------------------|-------------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Customer 1 | 1,240.94 | 13.80 |
| 2. | Top Customer 2 | 1,028.18 | 11.44 |
| 3. | Top Customer 3 | 851.04 | 9.47 |
| 4. | Top Customer 4 | 689.38 | 7.67 |
| 5. | Top Customer 5 | 571.58 | 6.36 |
| 6. | Top Customer 6 | 394.61 | 4.39 |
| 7. | Top Customer 7 | 245.53 | 2.73 |
| 8. | Top Customer 8 | 168.75 | 1.88 |
| 9. | Top Customer 9 | 164.22 | 1.83 |
| 10. | Top Customer 10 | 154.20 | 1.72 |
| | Total | 5,508.49 | 61.27 |

| For the Financial Year ended March 31, 2023 | | | |
|--|-----------------|----------------------------|-------------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Customer 1 | 1,918.73 | 27.37 |
| 2. | Top Customer 2 | 1,168.65 | 16.67 |
| 3. | Top Customer 3 | 895.81 | 12.78 |
| 4. | Top Customer 4 | 262.31 | 3.74 |
| 5. | Top Customer 5 | 257.89 | 3.68 |
| 6. | Top Customer 6 | 194.80 | 2.78 |
| 7. | Top Customer 7 | 156.88 | 2.24 |
| 8. | Top Customer 8 | 126.40 | 1.80 |
| 9. | Top Customer 9 | 109.29 | 1.56 |
| 10. | Top Customer 10 | 99.99 | 1.43 |
| | Total | 5,190.79 | 74.03 |

| For the Financial Year ended March 31, 2022 | | | |
|--|-----------------|----------------------------|-------------------|
| Sr. No. | Name | Amount (₹ in lakhs) | % to Total |
| 1. | Top Customer 1 | 1,958.55 | 34.79 |
| 2. | Top Customer 2 | 827.06 | 14.69 |
| 3. | Top Customer 3 | 631.03 | 11.21 |
| 4. | Top Customer 4 | 305.70 | 5.43 |
| 5. | Top Customer 5 | 158.73 | 2.82 |
| 6. | Top Customer 6 | 123.75 | 2.20 |
| 7. | Top Customer 7 | 100.85 | 1.79 |
| 8. | Top Customer 8 | 100.56 | 1.79 |
| 9. | Top Customer 9 | 70.34 | 1.25 |
| 10. | Top Customer 10 | 69.85 | 1.24 |
| | Total | 4,346.46 | 77.22 |

**Name of our cutomers has not been separately disclosed to preserve confidentiality and due to non-receipt of their consent.*

Please note that the % as shown in the tables above has been derived by dividing the total amount of sales received from the said customer with the total Revenue from operations of our Company in the relevant year as mentioned in the Profit and Loss Statement as given in Restated financials of our Company

As certified by Statutory Auditor of our Company, by way of their certificate dated May 01, 2025.

INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with industry standards. At present our insurance policies provide for standard coverage against risks including fire, earthquakes, flood, other act of God and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property, equipment and environment. These insurance policies are generally valid for one year and are renewed annually by us.

| Sr. No. | Type of Policy/Details of Asset Insured | Sum Assured | Premium | Name of Insurance Company | Policy No. | Validity |
|---------|---|----------------|------------|---|------------------------|---------------------------|
| 1. | Star Group Health Insurance | 2,61,00,000/- | 7,27,396/- | Star Health and Allied Insurance Company Ltd | P/161134/01/2025/00002 | 26.03.2025 to 25.03.2026 |
| 2. | Accident Care (Group) Insurance | 4,40,00,000/- | 64,122/- | Star Health and Allied Insurance Company Ltd | P/161134/02/2025/00002 | 26.03.2025 to 25.03.2026 |
| 3. | Motor Vehicle Insurance (TATA/SAFARI) | 16,15,650/- | 35,880/- | ICICI Lombard General Insurance Company Limited | 3001/385489161/00/000 | 30.03.2025 to 29.03.2026 |
| 4. | Motor Vehicle Insurance (BMW/GRAN TURISMO) | 25,03,440/- | 42,727/- | Tata AIG General Insurance Company Limited | 62017743620100 | 28.07.2024 to 27.07.2025 |
| 5. | Motor Vehicle Insurance (HONDA/WRV) | 4,75,573/- | 16,296/- | Tata AIG General Insurance Company Limited | 01600035080500 | 28.07.2024 to 27.07.2025 |
| 6. | Motor Vehicle Insurance (TOYOTA / FORTUNER) | 45,25,800/- | 2,17,382/- | Cholamandalam MS General Insurance Co. Ltd. | TCH/97886691 | 21.09.2024 to 20.09.2027 |
| 7. | Motor Vehicle Insurance (VOLKSWAGEN/ POLO) | 4,53,625/- | 7,082/- | Tata AIG General Insurance Company Limited | 62035219270000 | 12.10.2024 to 11.10.2025 |
| 8. | Burglary Insurance (Furniture/Fittings/ Fixtures) | 1,00,00,000/- | 1,168/- | National Insurance Company Limited | 360305592410000234 | 29.01.02025 to 28.01.2026 |
| 9. | Burglary Insurance (Others) | 10,00,00,000/- | 11,812/- | National Insurance Company Limited | 360305592410000233 | 29.01.02025 to 28.01.2026 |
| 10. | Fire Basic Cover | 1,00,00,000/- | 8,050/- | National Insurance Company Limited | 360305112410000260 | 29.01.02025 to 28.01.2026 |
| 11. | Marine Cargo Insurance Policy-Domestic | 1,50,000,000/- | 1,77,000/- | Tata AIG General Insurance Company Limited | 65200073960200 | 29.01.2025 to 28.01.2026 |
| 12. | Stock Insurance | 10,00,00,000/- | 2,69,724/- | National Insurance Company Limited | 360305112410000259 | 29.01.2025 to 28.01.2026 |

The details of amount insured and insured amount as percentage of total assets of the company for the period ended December 31, 2024 are as follows:

| Particulars | Amount of Assets Insured (Insured value In Rs Lakhs) | As a percentage of Total Assets |
|--|---|------------------------------------|
| Stock insurance including marine insurance | 1700.00 | 100 % |
| Office furniture and equipment | 90.00 | 100 % |
| Vehicle insurance | 111.40 | 100 % |

As certified by Statutory Auditor of our Company, by way of their certificate dated May 01, 2025.

CORPORATE SOCIAL RESPONSIBILITY

Our company falls in the criteria specified in Section 135 of Companies Act, 2013 as per the financial statements ended on March 31, 2024, therefore our Company has constituted a corporate social responsibility Committee in compliance with the requirements of the Companies Act and the relevant rules. Applicability of CSR expenditure will be applicable and spent by the company from F.Y 2024-25. For further details, please refer to the section titled “Restated Financial Statements” on page 188.

PROPERTIES

The details of the immovable properties leased by our Company are given here below:

| Sr. No | Location | Nature of right/title# | Name of Lessor* | Tenure of Lease | Monthly Rent / Lease details (in ₹) | Purpose |
|--------|--|------------------------|--|--|--|-------------------|
| 1. | Plot no. 1, First Floor, Pocket A2, Sector 17, Dwarka, New Delhi - 110075 | Leased | Mr. Mithilesh Gupta and Mrs. Geeta Gupta | Period: 5 years Date of Agreement: 21.01.2025 | 1,47,500/- + GST^ (Rent for 1 st year) | Registered Office |
| 2. | Plot no. 2, First Floor, Pocket A2, Sector 17, Dwarka, New Delhi - 110075 | Leased | Mr. Mithilesh Gupta | Period: 5 years Date of Agreement: 21.01.2025 | 1,47,500/- + GST^ (Rent for 1 st year) | Registered Office |
| 3. | 2nd Floor, Satya Poona Arcade, Dr B Baruah Road, Ulubari, Guwahati-781008 Assam | Leased | Mr. Pijush Kumar Baruah And Mr. Dipak Baruah | Period: 11 months Date of Agreement: 21.01.2025 | 40,000/- | Branch Office |
| 4. | Hall no. 1, First Floor, Plot no. D-478, Palam Extn, Sector 7, Dwarka, New Delhi - 110075 | Leased | Mrs. Reema and Mrs. Shashi Bansal | Period: 11 months Date of Agreement: 09.10.2024 | 20,000/- | Service Centre |
| 5. | Hall No.4, Second Floor, Built on Plot No. D-478, Palam, Sector-7 Dwarka, New Delhi-110075 | Leased | Mrs. Reema and Mrs. Shashi Bansal | Period: 11 months Date of Agreement: 09.10.2024 | 21,000/- | Warehouse |
| 6. | 47/1, 1st Cross Street, Cambridge Layout, Bangalore, Bengaluru-560008 | Leased | Mr. A. Subramanian | Period: 11 months Date of Agreement: 22.11.2024 | 31,024/- | Branch office |
| 7. | Plot No-128, Second Floor, IMT Manesar, | Leased | Mrs. Priti Arora | Period: 11 months | 1,32,250/- + GST | Warehouse |

| Sr. No | Location | Nature of right/title# | Name of Lessor* | Tenure of Lease | Monthly Rent / Lease details (in ₹) | Purpose |
|--------|---|------------------------|-------------------------------|--|--|-------------------------------|
| | Sector 4, Manesar, Gurugram, Haryana, 122050 | | | Date of Agreement: 05.12.2024 | | |
| 8. | Building No. K-1, Gala No.1 And 2, Jay Shree Ram Complex, Near Monginis, Dapoda Village, Mankoli Naka, Bhiwandi, Thane, Maharashtra, 421302 | Warehousing Agreement | M/s. Best Logistics Solutions | Period: 11 months Date of Agreement: 01.12.2024 | 20,000/- + GST | Warehouse |
| 9. | Flat No.1306/D Wing Built-Up, 13 Floor of Building Known as Poonam Estate Cluster CHS Limited, Road Shanti Park, Meera Road East Thane-401107 | Leased | Mrs Douglas Christy Abel | Period: 11 months Date of Agreement: 03.02.2025 | 23,000/- | Residential Purpose for staff |
| 10. | Plot no. 2, Basement, Pocket A2, Sector 17, Dwarka, New Delhi - 110075 | Leased | Mr. Mithilesh Gupta | Period: 3 years Date of Agreement: 06.07.2022 | 65,000/- + GST^ (Rent for 1 st year) | Warehouse |

*The Lessor of our Registered Office and other offices including warehouses and service centres is not related to our Company, our Promoters or to our Promoter Group, hence is not a related party to our Company.

#All the agreements are adequately stamped, registered and executed, as applicable

^Monthly rent shall be increased by 10% (Ten Percent) every year during the lease period.

INTELLECTUAL PROPERTY

The details of intellectual property registered in the name of our Company are as follows:

| S. No | Brand Name/Logo Trademark | Class | Application Number | Owner | Period of Validity | Authority | Current Status/ Validity |
|-------|--|-------|--------------------|---|-----------------------------------|------------------------------|--------------------------|
| 1. | Device "Saipur"  | 10 | 4975121 | M/s. Purple Wave Infocom Private Limited, | From May 17, 2021 to May 17, 2031 | Trade Marks Registry, Mumbai | Registered |
| 2. | Device "Saipur"  | 9 | 4975120 | M/s. Purple Wave Infocom Private Limited, | From May 17, 2021 to May 17, 2031 | Trade Marks Registry, Mumbai | Registered |
| 3. | Device "NANO THEATRE" | 35 | 6658696 | M/s. Purple Wave Infocom Private Limited, | October 07, 2024 | Trade Marks Registry, Delhi | Formalities Check Pass |

| S. No | Brand Name/Logo Trademark | Class | Application Number | Owner | Period of Validity | Authority | Current Status/ Validity |
|-------|---|-------|--------------------|---|--------------------|-----------------------------|--------------------------|
| |  | | | | | | |
| 4. | Device "STREAMPURPLE"  | 9 | 6524174 | M/s. Purple Wave Infocom Private Limited, | July 12,2024 | Trade Marks Registry, Delhi | Formalities Check Pass |
| 5. | Device" The ivy"  | 9 | 6818164 | M/s. Purple Wave Infocom Private Limited, | January 22,2025 | Trade Marks Registry, Delhi | Formalities Check Pass |

Note: Our Company has entered into a Trademark License Agreement dated July 12, 2024 with our group company, Purplewave India Private Limited to use the trademark "PURLEWAVE" and carry business by payment of Royalty of fixed amount of ₹ 50,000/- per annum.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 243.

THE COMPANIES ACT

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI REGULATIONS

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by the SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination-based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962,

Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administered by Central Board of Indirect Taxes and Customs under the Ministry of Finance.

State Tax on Profession, Trades, Callings and Employment Rules, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

BUSINESS/TRADERELATEDLAWS/REGULATIONS

National policy on Electronics, 2019 (NPE 2019):

The Ministry of Electronics and Information Technology in coordination with the concerned Ministries provide support to the industry for expansion of electronics hardware manufacturing across the country. Following are the features of the National Policy on Electronics are listed follows:

- Creating an ecosystem for the Electronics System Design and Manufacturing (ESDM) Sector by promoting manufacturing and export in the entire value-chain of ESDM
- Providing support and incentive for manufacturing of core electronic components.
- Providing special incentives for mega projects which are extremely high-tech and entail huge investments, such as semiconductor facilities display fabrication, etc.
- Formulating suitable schemes and incentive mechanisms to encourage new units and expansion of existing units.
- Promoting industry-led R&D and innovation in all sub-sectors of electronics such as 5G, Internet of Things (IoT) or sensors, Machine Learning, Virtual Reality (VR), Artificial Intelligence (AI), Robotics, Drones, Photonics, Additive Manufacturing, Nano-based devices, etc.
- Providing support and incentive for significantly enhancing the availability of skilled manpower.
- Building special thrust on Chip Design Industry, Automotive Electronics Industry, Medical Electronic Devices Industry and Power Electronics for Mobility and Strategic Electronics Industry
- Creating a Sovereign Patent Fund (SPF) to promote the development and acquisition of Intellectual Property (IP) in the ESDM sector.
- Promoting trusted electronics value chain initiatives to improve national cyber security profile.

Information Technology Act, 2000 And Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011

Since our Company is in online/ digital advertising/ marketing, we exchange sensitive information, data, records, functions, security procedures and the like, and hence our Company's working is governed by the Information Technology Act, 2000 ("Act"). This Act governs and provides legal recognition for transactions carried out by means of electronic data and other means of electronic communication, commonly referred to as electronic commerce. It also gives legal recognition to digital signatures and facilitates storage of data. In addition to the above, the Act is applicable to any offence or contravention of the provisions of the Act that has been committed outside India by any person as well. The Act shall apply to an offence or contravention committed outside India by any person if the act or conduct constituting the offence involves a computer or a computerized system or network located in India. If any person commits any offence or contravention of the Act outside India then irrespective of his/her nationality, the provisions of this Act shall apply.

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act, 2023 received the assent of the President of India on August 11, 2023 and was accordingly notified in the Gazette of India. The Act is intended to outline the rights and obligations of 'digital nagriks' or citizens, as well as to lay out the methods and standard for data collecting when it comes to entities. The provisions of this Act apply to the processing of digital personal data within the territory of India where: (a) such personal data is collected from Data Principals online; and (b) such personal data collected offline, is digitized. (2) The provisions of this Act shall also apply

to processing of digital personal data outside the territory of India, if such processing is in connection with any profiling of, or activity of offering goods or services to Data Principals within the territory of India.

Act underlines the role of significant data fiduciary (SDF), which the government will identify using the volume and sensitivity of personal data processed and risk associated. The specific obligations under this include appointing a data protection officer (DPO) based in India; appointing an independent data auditor; and conducting a data protection impact assessment.

The Act will empower the citizens of the country as the data principal rights specifically allow: 1. Right to Information; 2. Right to Correction and erasure; 3. Right to Grievance Redressal; 4. Right to nominate.

There are penalties for non-compliance of the provisions by data fiduciaries up to INR250 crore. Some of these are: Breach in observance of duty of data principal up to INR10,000; Failure to notify the data protection board and affected data principals in the event of a personal data breach is up to INR200 crore; Breach in observance of additional obligation in relation to children up to INR200 crore.

In the act, non-automated personal data, offline personal data and personal data in existence for at least 100 years have been excluded. The maximum limit of INR500 crore for penalties has been removed. At present, the provision for grievance redressal review is not included. The timeline of 72 hours within which a data breach is to be reported to authorities is excluded.

The Directorate of Advertising and Visual Publicity (DAVP)

The Directorate of Advertising and Visual Publicity (DAVP), a media unit of the Ministry of Information and Broadcasting, is the nodal multi-media advertising agency of the Government. It caters to the communication needs of Ministries/Departments including Public Sector Undertakings and Autonomous Bodies under them and provides single window cost effective service. The DAVP informs and educates people, rural and urban, about the policies, programs, messages and achievements of the Government and helps in motivating them. It reaches people utilizing modern & traditional means of communication such as press advertisements, audio-visual media, printed material, outdoor formats, exhibitions and mass mailing. DAVP has the expertise to handle campaigns on all India basis with integrated media approach utilizing various means of communication for coordinated & focused campaign. The Directorate of Advertising & Visual Publicity aims at effective dissemination of government's policies, programs, messages & achievements by multi-media publicity. It employs modern as well as traditional means of publicity in a creative and cost-effective manner to reach every nook & corner of the country to motivate people, and acts as an agent for social change.

Indecent Representation of Women (Prohibition) Act, 1986

This is an Act to prohibit indecent representation of women through advertisements or in publications, writings, paintings, and figures or in any other manner and for matters connected therewith or incidental thereto.

The Copyright Act, 1957 (the "Copyright Act")

The Copyright Act provides for registration of copyrights, assignment and licensing of copyrights, and protection of copyrights, including remedies for infringement. The Copyright Act protects original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. In the event of infringement of a copyright, the owner of the copyright is entitled to both civil remedies, including damages, accounts and injunction and delivery of infringing copies to the copyright owner, and criminal remedies, including imprisonment and imposition of fines and seizure of infringing copies. Copyright registration is not mandatory under the Copyright Act for acquiring or reinforcing a copyright, however, such registration creates a presumption favoring ownership of the copyright by the registered owner.

Other laws regulating to advertisement industry directly or indirectly:

- Electronic Media Monitoring Centre (EMMC)
- Emblems and Names (Prevention of Improper Use) Act, 1950
- Consumer Protection Act 2019
- Public Gambling Act, 1867, the Lotteries (Regulation) Act, 1998 and the Prize Competitions Act, 1955
- Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002

Consumer Protection Act, 2019 (the "Consumer Protection Act") and the rules made thereunder

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

Section 94 of the Consumer Protection Act, 2019 deals with measures to prevent unfair trade practices in e-commerce, direct selling, etc. it states that for the purposes of preventing unfair trade practices in e-commerce, direct selling and also to protect the interest and rights of consumers, the Central Government may take such measures in the prescribed manner.

Medical Devices Rules, 2017:

The Medical Devices Rules, 2017 were notified on January 31, 2017 and became effective from January 01, 2018 and are applicable in respect of substances used for in vitro diagnosis and surgical dressings, surgical bandages, surgical staples, surgical sutures, ligatures, blood and blood component collection bags, substances including mechanical contraceptives, disinfectants and insecticides and devices notified from time to time under sub-clause (iv), of clause (b) of section 3 of the Drugs and Cosmetics Act, 1940 (23 of 1940). The Rules provides for classification of medical devices based on the basis of operation risk and intended use. The rules also provides for licensing requirements/ criterias and licensing authorities for medical devices based on nature of import, intended use, operational risks involved and like. As our company has recently undertaken the business of hearing aid (an in vitro medical device) it is required to adhere to the rules in respect of sale of medical devices.

The Electronics and Information technology goods (Requirement for Compulsory Registration) Order, 2012:

Section 5 of the order states that manufacturers of certain products have to get the samples of product tested at a BIS recognized lab. In 2012, the Ministry of Electronics & Information technology (MeitY) notified “Electronics and Information Technology Goods (Requirement for Compulsory Registration) Order, 2012 for 15 categories of electronic items or devices that must be compulsorily registered. (MeitY) added 15 product categories and another 13 product categories under this order in 2014 & 2017 respectively. Further in 2020, 19 new products were included under the Compulsory Registration Scheme through 2 notifications issued in April and October.

As per the new Electronics and Information technology goods (Requirement for Compulsory Registration) Order, 2021, no person shall manufacture or store for sale, import, sell or distribute goods which do not conform to the Indian Standard specified in the Order. Manufacturers of these products are required to apply for registration from Bureau of Indian Standards (BIS) after getting their product tested from BIS recognized labs.

E-Waste (Management) Rules, 2022

These rules have been enacted in suppression of E-Waste (Management) Rules, 2016 and have been notified on November 02,2023 in the Gazette of India and came into effect from April 01, 2023.

These rules shall apply to every manufacturer, producer refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment listed in Schedule I, including their components, consumables, parts and spares which make the product operational but does not apply to batteries as covered under the Battery Waste Management Rules, 2022; Packaging plastic as covered under the Plastic Waste Management Rules, 2016, micro enterprises as defined under MSMED Act, 2006 and radioactive wastes as covered under the provisions of the Atomic Energy Act, 1962. According to these rules, entities covered under the rules are required to get themselves registered with the concerned state Pollution Control Board and to ensure that no damage is caused to the environment during the storage and transportation of e-waste. Further the Bulk consumers of electrical and electronic equipment listed in Schedule I shall ensure that e-waste generated by them shall be handed over only to the registered producer, refurbisher/ recycler.

The Bureau of Indian Standards Act, 2016 (“BIS Act”)

The BIS Act, establishes, publishes and regulates national standards to ensure conformity assessment, standardization, and quality assurance of goods, articles, processes, systems and services. The BIS Act empowers the Bureau of Indian Standards to inspect and monitor the quality of goods and materials to ensure conformity with the BIS Act. In furtherance of such powers, the officials may inspect the premises for evaluating a manufacturer’s compliance with use of standard

marks. The BIS Act also enables the central government to appoint any authority to verify the conformity of products and services to a standard and issue certificate of conformity. Further, the BIS Act sets out inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard. Under the BIS Act, such products may be recalled from the market.

Legal Metrology Act, 2009 (the “LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “LM Rules”)

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for inter alia standard weights and measures and requirements for verification and stamping of weight and measure. LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. LM Rules also provide for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declaration is to be made.

Under the Legal Metrology Act, 2009, whoever manufactures, packs, imports, sells, distributes, delivers or otherwise transfers, offers, exposes or possesses for sale, or cause to be sold, distributed, delivered or otherwise transferred, offered, exposed for sale any pre-packaged commodity which does not conform to the declarations on the packages as provided in this Act, shall be punished with fine which may extend to 25,000/- rupees, for the second offence, with fine which may extend to 50,000/- rupees and for subsequent offence, with fine which shall not be less than 50,000/- rupees but which may extend to 1,00,000/- rupees or with imprisonment for a term which may extend to one year or with both. Under the Packaged Commodity Rules, contravention of any provision is punishable with a fine of Rs. 5000/-.

The (EMC) Directive 2014/30/EU

When co. is exporting its video surveillance products, its solutions & services to European countries then certificate of compliance is required as per Electromagnetic Compatibility Directive 2014/30/EU.

The (EMC) Directive 2014/30/EU limits electromagnetic emissions from equipment to ensure that, when used as intended, such equipment does not disturb radio and telecommunication, as well as other equipment. The directive also governs the immunity of such equipment to interference and seeks to ensure that this equipment is not disturbed by radio emissions, when used as intended.

The part 15A & 15B class A of the FCC Rules

The Rules of 47 CFR PART 15, Subpart B Class A When co. is exporting its video surveillance products, its solutions & services to European countries then certificate of compliance is required as per FCC 47 CFR PART 15, Subpart B Class A & Part 15A & 15B class A of the FCC Rules. The FCC Part 15A standard contains the technical specifications as well as the administrative requirements related to the marketing of FCC Part 15 devices. FCC Part 15B specifies the maximum power limits for any emission from intentional, unintentional or incidental radiators in the United States. This part sets out the regulations, technical specifications, administrative requirements and other conditions relating to the marketing of part 15 devices. Operation of devices is subject to the conditions: -1) These devices may not cause harmful interference & 2) The device must accept any interference received, including those that may cause undesired operation.

RoHS Directive (2002/95/EC) of the European Parliament

Directive 2002/95/EC of the European Parliament & Commission Decision 2005/618/EC requires European Union Member States to ensure that new electrical and electronic equipment (EEE) put on the market does not contain Hazardous Substances (lead [Pb], mercury [Hg], cadmium [Cd], hexavalent chromium [Cr6+], polybrominated biphenyls [PBB], or polybrominated diphenyl ethers [PBDE]).

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI

Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999(“FEMA”) and Regulations framed there under:

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Owner ship restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

Laws related to Overseas Investment by Indian Entities:

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023:

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

LAWSRELATEDTOENVIRONMENTAL LAWS

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

Environment (Protection) Act, 1986 as amended (“EPA”)

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, “hazardous waste” inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization has been relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 made the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

Environment Impact Assessment Notification of 2006

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

LAWS RELATING TO INTELLECTUAL PROPERTY

Trademarks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

The Patents Act, 1970:

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent

registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

Designs Act, 2000

The Designs Act, 2000 along with the Design Rules, 2001 (“Design Laws”) govern design protection in India. The Design Laws were enacted to protect new or original designs from getting misappropriated. A design can only be registered under one specific class. The registered proprietor of the design shall have a copyright in the design for ten years which is extendable for another five years. The Design Laws permit the proprietor to file a suit for recovery of damage and as well as an injunction in the event of piracy of a registered design.

LAWS RELATED TO EMPLOYMENT OF MANPOWER:

Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

The 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 Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

*The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.

Employees Provident Fund and Miscellaneous Provisions Act,1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees State Insurance Act,1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act,1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Employees' Compensation Act, 1923
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Maternity Benefit Act, 1961 ("Maternity Act")
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,
- Contract Labour (Regulation and abolition) act, 1970
- Workmen's Compensation Act, 1923
- Employees' (Provident Fund And Miscellaneous Provisions) Act, 1952
- Employees' State Insurance Act, 1948
- Payment Of Gratuity Act, 1972

OTHER GENERAL REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006("MSME Act"):

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion;(b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing

and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

The Competition Act, 2002

The Competition Act, 2002 is a law in India that aims to: Promote competition in markets, Protect consumer interests, Ensure freedom of trade, Prevent practices that harm competition, and Promote economic development.

The act was passed by Parliament in 2002 and took effect on September 1, 2009. It replaced the Monopolies and Restrictive Trade Practices Act, 1969 (MRTP Act). The act prohibits: Anti-competitive agreements; Abuse of dominant position by enterprises; Combinations (mergers, amalgamations, and acquisitions) that could have an adverse effect on competition. The act also established the: Competition Commission of India and Competition Appellate Tribunal.

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

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 eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Other regulations

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, Stamp Act of Relevant State and Indian Easements Act, 1882.

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated under the name “Purple Wave Infocom Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated November 19, 2007, issued by the Asst. Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the status of the Company was changed to public limited and the name of our Company was changed to “Purple Wave Infocom Limited” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 26, 2024. The fresh certificate of incorporation consequent to conversion was issued on August 08, 2024, by Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U72300DL2007PLC170537.

Manoj Kumar Singh and Sandhya Singh were the initial subscribers to the Memorandum of Association of our Company. Manoj Kumar Singh, Sandhya Singh and Ananya Singh are the current promoters of the company. For further details of our promoters please refer the chapter titled “Our Promoters and Promoter Group” beginning on page 181.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “Our Business”, “Industry Overview”, “Our Management”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 123, 101, 166, 188 and 222 respectively.

Our Company has 8 (Eight) shareholders as on the date of filing of this Draft Red Herring Prospectus.

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

| From | To | With effect from | Reason for Change |
|---|--|------------------|---|
| D-478, II nd Floor, Near Ramphal Chowk, Sector-7, Dwarka, New Delhi, Delhi, 110075, India. | Property No.38, Second Floor, Pocket B-3, Sector-17, Dwarka, New Delhi, 110078, India. | April 01, 2019 | Administrative convenience |
| Property No.38, Second Floor, Pocket B-3, Sector-17, Dwarka, New Delhi, 110078, India. | Plot No. 1 & 2, Pocket A-2, 2nd Floor, Sector-17, Dwarka, New Delhi, Delhi, 110078, India. | October 21, 2019 | Administrative convenience |
| Plot No. 1 & 2, Pocket A-2, 2nd Floor, Sector-17, Dwarka, New Delhi, Delhi, 110078, India. | Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. | January 24, 2025 | Due to typographical error in the address |

MAJOR EVENTS, KEY AWARDS, ACCREDITATIONS, CERTIFICATIONS AND RECOGNITIONS RECEIVED IN THE HISTORY OF OUR COMPANY

| Year | Key Events/Milestones/Achievements |
|------|---|
| 2007 | Incorporation of our Company as private limited company. |
| 2011 | Opened office in Bangalore for employees, later renewed in the year 2024. |
| 2019 | Received license to electrical contractors (licensed to carry out electrical installation work in the National Capital Territory of Delhi) from Government of National Capital Territory of Delhi. |
| 2022 | Received Trademark Registration of our brand “SAIPUR” under class 10. |
| 2023 | Opened branch office in Manesar location for commercial purpose. |
| 2023 | Expanded our product portfolio by receiving the license issued by Bureau of Indian Standards (BIS) for the Behind the Ear (BTE) Hearing Aid IS 16127:2013. |
| 2024 | Received Trademark Registration of our brand “SAIPUR” under class 9. |
| 2024 | Received ISO 9001:2015 issued for manufacturing LED display, USB camera, speakerphone, professional display/LED/LCD, digital podium/lectern, speakers, amplifier, computer kiosk & various AV products. |
| 2024 | Awarded with the appreciation certificate for “The 20 most trustworthy companies to watch in 2024” by Prime Insights. |
| 2024 | Opened office in Guwahati location as branch office. |
| 2024 | Conversion from a private limited company to a public limited company. |

| Year | Key Events/Milestones/Achievements |
|------|---|
| 2025 | Purple Wave Infocom Limited successfully completed the assessment conducted by Great Place to Work, India, and is certified as a great workplace. Category: Under 100 Employees |

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To manufacture, trading and dealing in the field of computers, hardware, hardware, software and information technologies, including all type of audio & visual items.
2. To establish and run data processing/computer centres and to offer consultancy and data processing and other services that are normally offered by data processing/computer centres to Industrial, business and other types of customers and to impart training on electronic, data processing, computer software and hardware, to customers and others.
3. To carry on the business of computer and act as adviser and consultants in respect of all matters, relating to computer hardware software computer aided programmes, their production, storage, processing, marketing, services and maintenance thereof and to carry on the business of buying, selling computer time, provision of computer services, processing of jobs for the market, and management consultancy in the field of computers, microprocessor based systems, their software and in any other fields.
4. To develop, produce, alter, acquire/buy, sell, import, export, lease, licence, or otherwise deal in computer software and programmes of all kinds and for all use including but not limited to computer aided engineering, software for microprocessor based systems, manufacturing computer aided graphics, operation maintenance and services of plants and equipment and software for banks and other services Industry, for special applications and for any other purpose application or use and to provide services of all kinds relating to computer, computer software and programmes and systems.
5. To develop, improve, manufacture, produce, buy, sell, Import, export, exchange and or otherwise deal in all kinds of equipment, electrical, electronic or otherwise and further all kinds of computer and microprocessor based systems, their parts, components and systems, computer hardware and accessories, and related equipment, computerised magnetic tapes, magnet drums, magnetic discs, magnetic cards, magnetic core, magnetic tools and to produce, buy, sell or otherwise deal in all kinds of computer hardwares, softwares, their programmes, and accessories and To act as internet or as cannel service providing such as web hosting, web designing, internet training and internet based solutions. To initiate, undertake, carry on, engage in, promote, assist, encourage and conduct research, development, experiments, studies, project analysis, onshore offshore projects, back-office operation, examinations, surveys and tests of all kinds related to computer, electronic data processing equipment, software, hardware and programmes solution of all kinds, Marketing of other software products and technologies licensed to us by the other companies.
6. To carry on anywhere in India or abroad the business of trading, manufacturing, buying, selling, importing, hiring, repairing all type of audio visual equipments, systems, machines Including video systems VCR's, VCP's, tape recorders, two in ones, CD's & CD players, laser disc players, video camera, multimedia projectors, computers, video and audio cassettes, docs, audio and video magnetic tapes, audio and video components, loud-speakers, transformers, microphones, radio papers, transmitters, amplifiers, receivers, public address equipments and their components, CTV, Audio's All Tape, DVD, VCD, PCB, CTV & other Electronic parts, Plastic Molding, Computer Boxes, CTV Computer and parts.

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 Issue.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN LAST TEN YEARS

The following changes have been made in the Memorandum of Association of our Company in last ten years:

| Date of Meeting | Type | Nature of Amendment |
|-------------------|------|---|
| February 22, 2022 | EOGM | <p>Clause V of our Memorandum of Association was amended to reflect:</p> <p>Increase in Authorised Share Capital of the company from ₹ 15,00,000/- divided into 1,50,000 Equity Shares of ₹ 10/- each to ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each.</p> |

| Date of Meeting | Type | Nature of Amendment |
|------------------------|-------------|---|
| June 26, 2024 | EOGM | <u>Clause V of our Memorandum of Association was amended to reflect:</u> Increase in Authorised Share Capital of the company from ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹ 10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹10/- each. |
| June 26, 2024 | EOGM | <u>Alteration in Name Clause:</u> Change in the name clause from “ <i>Purple Wave Infocom Private Limited</i> ” to “ <i>Purple Wave Infocom Limited</i> ”. |

OUR HOLDING COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any Holding Company.

OUR SUBSIDIARY COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any Subsidiary Company.

ASSOCIATE OR JOINT VENTURES

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

As on date of this Draft Red Herring Prospectus our Company does not have any strategic and financial partners.

TIME/COST OVERRUN IN SETTING UP PROJECTS

There has been no time and cost overruns in the Company as on date of this Draft Red Herring Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 123.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Red Herring Prospectus.

SHAREHOLDERS’ AGREEMENT OR AGREEMENTS IMPACTING MANAGEMENT OF THE COMPANY

Apart from those entered into in the ordinary course of business carried on or intended to be carried on by us, our company has not entered into any agreements with the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company, among themselves or with any Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Red Herring Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE

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.

Except as disclosed below and in the chapter titled “*Our Business*” and “*Restated Financial Statements*” on page 123 and 188 respectively, there are no other inter-se agreements, arrangements and clauses or covenants which our Company is a party relation to securities of our Company, which are material, adverse or pre-judicial to the interest of the minority/shareholders or which may have a bearing on the investment decision.

MATERIAL AGREEMENTS

Except as disclosed below, we have not entered into any material agreement / contract as on the date of this Draft Red Herring Prospectus.

Our Company has entered into a Trademark License Agreement dated July 12, 2024 with our group company, Purplewave India Private Limited to use the trademark “PURLEWAVE” and carry business by payment of Royalty of fixed amount of ₹ 50,000/- per annum.

DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTERS

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see ‘*Financial Indebtedness*’ on page 220.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Red Herring Prospectus, our Company has 6 (Six) Directors, comprising 1 (one) Chairman and Managing Director, 1 (one) Whole Time Director, 1 (one) Executive Director and 3 (three) Non-Executive Independent Directors. Two of the Executive Directors are a woman director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI (LODR) Regulations.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Director | DIN | Designation |
|---------|-------------------------|----------|------------------------------------|
| 1 | Manoj Kumar Singh | 00036674 | Chairman and Managing Director |
| 2 | Sandhya Singh | 01238745 | Whole Time Director |
| 3 | Ananya Singh | 09007941 | Executive Director |
| 4 | Sandeep Kumar Likhmania | 03592714 | Non-Executive Independent Director |
| 5 | Sri Kant | 06951400 | Non-Executive Independent Director |
| 6 | Satendra Kumar Goyal | 08767544 | Non-Executive Independent Director |

The details of the Directors are as mentioned in the below table:

| Name, Age, DOB, Designation, Address, Occupation, Nationality, Current Term, Period of Directorship and DIN | Other Directorships |
|--|---|
| <p>Name: Manoj Kumar Singh</p> <p>Age: 48 Years</p> <p>Date of Birth: December 05, 1976</p> <p>Designation: Chairman and Managing Director</p> <p>Address: Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Current Term: Re-designated as Managing Director for a period of 5 (five) years with effect from July 16, 2024.</p> <p>Period of Directorship: Since November 19, 2007.</p> <p>DIN: 00036674</p> | <ul style="list-style-type: none"> • Purplewave India Private Limited |
| <p>Name: Sandhya Singh</p> <p>Age: 45 Years</p> <p>Date of Birth: April 46, 1979</p> <p>Designation: Whole Time Director</p> <p>Address: Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur,</p> | <ul style="list-style-type: none"> • Purplewave India Private Limited • Durga Saptashati Foundation |

| Name, Age, DOB, Designation, Address, Occupation, Nationality, Current Term, Period of Directorship and DIN | Other Directorships |
|--|--|
| <p>Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Current Term: Liable to Retire by Rotation.</p> <p>Period of Directorship: Since November 19, 2007.</p> <p>DIN: 01238745</p> | |
| <p>Name: Ananya Singh</p> <p>Age: 22 Years</p> <p>Date of Birth: September 26, 2002</p> <p>Designation: Executive Director</p> <p>Address: Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Current Term: Liable to Retire by Rotation.</p> <p>Period of Directorship: Since May 29, 2024.</p> <p>DIN: 09007941</p> | <ul style="list-style-type: none"> • Durga Saptashati Foundation |
| <p>Name: Sandeep Kumar Likhmania</p> <p>Age: 39 Years</p> <p>Date of Birth: July 15, 1985</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: UGF-D Plot No. 67 and 68, Shakti Enclave, Burari, North Delhi, Delhi, 110084.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Current Term: Appointed as Non- Executive Independent Director of the Company w.e.f. January 23, 2025 for a period of 5 years and shall not be liable to retire by rotation.</p> <p>Period of Directorship: Since January 23, 2025.</p> <p>DIN: 03592714</p> | <ul style="list-style-type: none"> • Vivekanand Cotspin Limited |
| <p>Name: Sri Kant</p> <p>Age: 39 Years</p> | <ul style="list-style-type: none"> • Bhushan Aviation Limited • Adhbhut Infrastructure Limited • Rollatainers Limited |

| Name, Age, DOB, Designation, Address, Occupation, Nationality, Current Term, Period of Directorship and DIN | Other Directorships |
|--|--|
| <p>Date of Birth: March 09, 1986</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: Flat No. 1001, Tower A, Near DPS School, Apex the Kremlin, Siddharth Vihar, Ghaziabad, Uttar Pradesh, 201009.</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Current Term: Appointed as Non- Executive Independent Director of the Company w.e.f. August 12, 2024 for a period of 5 years and shall not be liable to retire by rotation.</p> <p>Period of Directorship: Since August 12, 2024.</p> <p>DIN: 06951400</p> | <ul style="list-style-type: none"> • Alliance Integrated Metaliks Limited • Ninaniya Estates Limited • Omnism Foundation • Mudra RTA Ventures Private Limited • Big Shoe Bazaar India Private Limited • Shop Online Trading Private Limited • Elevare Training Ventures Private Limited • Umitech Services Private Limited • Cozycoz Huts Hospitality Private Limited |
| <p>Name: Satendra Kumar Goyal</p> <p>Age: 64 years</p> <p>Date of Birth: August 29, 1960</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: AE-50, Tagore Garden, Tagore Garden SC, West Delhi, Delhi, 110027.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Current Term: Re-Designated as Non- Executive Independent Director of the Company w.e.f. August 12, 2024 for a period of 5 years and shall not be liable to retire by rotation.</p> <p>Period of Directorship: Since August 12, 2024.</p> <p>DIN: 08767544</p> | <ul style="list-style-type: none"> • Genomic Valley Biotech Limited |

BRIEF PROFILE OF OUR DIRECTORS

Manoj Kumar Singh, aged 48, is the Promoter, Chairman and Managing Director of our Company. He holds a graduation certificate in Image Management Dual Certification Program from Indian School of Image Management. He has also completed his diploma in Electronics and Communication Engineering from BSF Institute of Technology. He has over 28 years of experience in the Audio-Visual Industry, he co-founded our Company with Sandhya Singh in 2007 and has since then played a crucial role in its growth and innovation. Under his guidance, the company continues to thrive in a rapidly evolving technological landscape.

Sandhya Singh, aged 46 years, is the Promoter and Whole Time Director of our Company. She holds a Bachelor's degree in Home Science from Jiwaji University, Gwalior. She has over 17 years of experience in the AV industry. She co-founded our Company with Manoj Kumar Singh in 2007 and she has been involved with the company since inception and has played a pivotal role in strategizing, designing, and implementing new products. Her leadership and vision continue to shape the strategic direction of the organization.

Ananya Singh, aged 22 years, is the Executive Director of our Company. She holds a degree in Bachelor of Business Administration in International Business with Artificial Intelligence from Amity University, Uttar Pradesh. She has been

associated with our company w.e.f. May 29, 2024. She has an experience of more than 4 years of being associated with an NGO named Durga Saptashati Foundation playing vital role in development and execution of several initiatives. Her leadership qualities and strategic mindset enable her to provide valuable insights and guidance, contributing significantly to our Company's growth and governance.

Sandeep Kumar Likhmania, aged 39 years is Non-Executive and Independent Director of our Company. He was appointed on the Board as Independent Director w.e.f January 23, 2025 for a period of 5 years and shall not be liable to retire by rotation. He is a member of the Institute of Company Secretaries of India (ICSI) since 2011 and holds a degree of Master of Commerce. He has over 9 years of Professional experience. His professional experience combines working as company secretary, legal expertise and corporate governance knowledge, making him an invaluable asset to the company's board.

Sri Kant, aged 39, is a Non-Executive Independent Director of our Company. He is a member of the Institute of Company Secretaries of India (ICSI) since 2012. He has an experience of being in practice as company secretary for over 3 years since 2021. He has been associated with our company w.e.f. August 12, 2024.

Satendra Kumar Goyal, aged 64 years is a Non-Executive Independent Director of our Company. He holds a Bachelors of Commerce degree from Delhi University completed in year 1980. He has served in HIL Limited for over 32 years as a Deputy Manager in FOB/Sales and is currently associated with Indraprastha Automobiles Private Limited as GM Admin and HR since April 06, 2017. He has been associated with our company w.e.f. August 12, 2024.

DETAILS OF DIRECTORSHIP IN COMPANIES SUSPENDED OR DELISTED

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

None of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013, except for that:

- Manoj Kumar Singh and Sandhya Singh are related to each other as Husband and Wife.
- Ananya Singh is related to Manoj Kumar Singh and Sandhya Singh as their daughter.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.

SERVICE CONTRACTS WITH DIRECTORS

The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.

DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extraordinary General Meeting of our Company held on June 26, 2024 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or re-enactment thereof) the Board of Directors of the Company are authorized to borrow such sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount ₹ 100.00/- Crore (Rupees One Hundred Crore Only).

TERMS OF APPOINTMENT AND REMUNERATION OF EXECUTIVE DIRECTORS

Manoj Kumar Singh

Manoj Kumar Singh, has been director of the Company since November 19, 2007. Further, he has been re-designated as the Managing Director vide Board Resolution date July 16, 2024 for a period of five years with effect from July 16, 2024. The details of his remuneration as revised by our Board on November 04, 2024 and Shareholder's on December 16, 2024 for a period of three years, are as stated below:

| Particulars | Terms of remuneration |
|---------------------------|---|
| Remuneration/Compensation | ₹ 5.37 Lakhs per month. |
| Other benefits | Perquisites and Allowances: <ul style="list-style-type: none">• Other allowances of ₹2.22 Lakhs per month |

Sandhya Singh

Sandhya Singh, has been director of the Company since November 19, 2007. Further, she has been re-designated as the Whole time Director vide Board Resolution date August 06, 2024 for a period of five years with effect from August 06, 2024. The details of her remuneration as revised by our Board November 04, 2024 and Shareholder's on December 16, 2024 for a period of three years, are as stated below:

| Particulars | Terms of remuneration |
|---------------------------|---|
| Remuneration/Compensation | ₹ 2.18 Lakhs per month. |
| Other benefits | Perquisites and Allowances: <ul style="list-style-type: none">• Other allowances of ₹78,160/- per month |

Ananya Singh

Ananya Singh, has been additional director of the Company since May 29, 2024. Further, at the Annual General Meeting of the Company dated September 30, 2024, she was re-designated as the Executive Director of our Company liable to retire by rotation with effect from September 30, 2024. The details of her compensation as approved by our Board with effect from November 04, 2024 and Shareholder's on December 16, 2024, are as stated below:

| Particulars | Terms of remuneration |
|---------------------------|--|
| Remuneration/Compensation | ₹ 0.50 Lakhs per month. |
| Other benefits | The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and other terms and conditions of her employment be decided from time to time. |

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The Remuneration paid to the Directors during the last F.Y. 2023 - 24 is as follows:

(₹ in Lakhs)

| Sr. No. | Name | Designation | Remuneration paid |
|---------|-------------------|--------------------------------|-------------------|
| 1. | Manoj Kumar Singh | Chairman and Managing Director | 60.50 |
| 2. | Sandhya Singh | Whole Time Director | 40.00 |
| 3. | Ananya Singh | Executive Director | Nil |

SITTING FEES

Pursuant to the resolution passed by the Board of Directors of our Company on September 05, 2024 the Non-Executive Independent Directors and Non-Executive Non-Independent Directors of our Company would be entitled to a sitting fee of ₹ 10,000 for attending every meeting of Board and ₹ 10,000 for attending each meeting of committees to the independent directors of the company thereof.

REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARIES OR ASSOCIATES

As on date of this Draft Red Heering Prospectus, our company do not have any subsidiaries or associates.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of the Directors are party to any bonus or profit-sharing plan of our Company.

SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

| Sr. No. | Name of the Director | No. of Equity Shares | % of pre issue paid up capital |
|----------------|-----------------------------|-----------------------------|---------------------------------------|
| 1. | Manoj Kumar Singh | 63,61,938 | 94.25% |
| 2. | Sandhya Singh | 3,88,008 | 5.75% |
| 3. | Ananya Singh | 09 | Negligible |
| Total | | 67,49,955 | 100.00% |

INTEREST OF OUR DIRECTORS

All our directors may be deemed to be interested to the extent of remuneration, compensation and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “*Our Management – Shareholding of our Directors*” on page 171.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

None of our directors have interest in any property acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 123 and 188 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Except Manoj Kumar Singh and Sandhya Singh, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

Other Confirmations

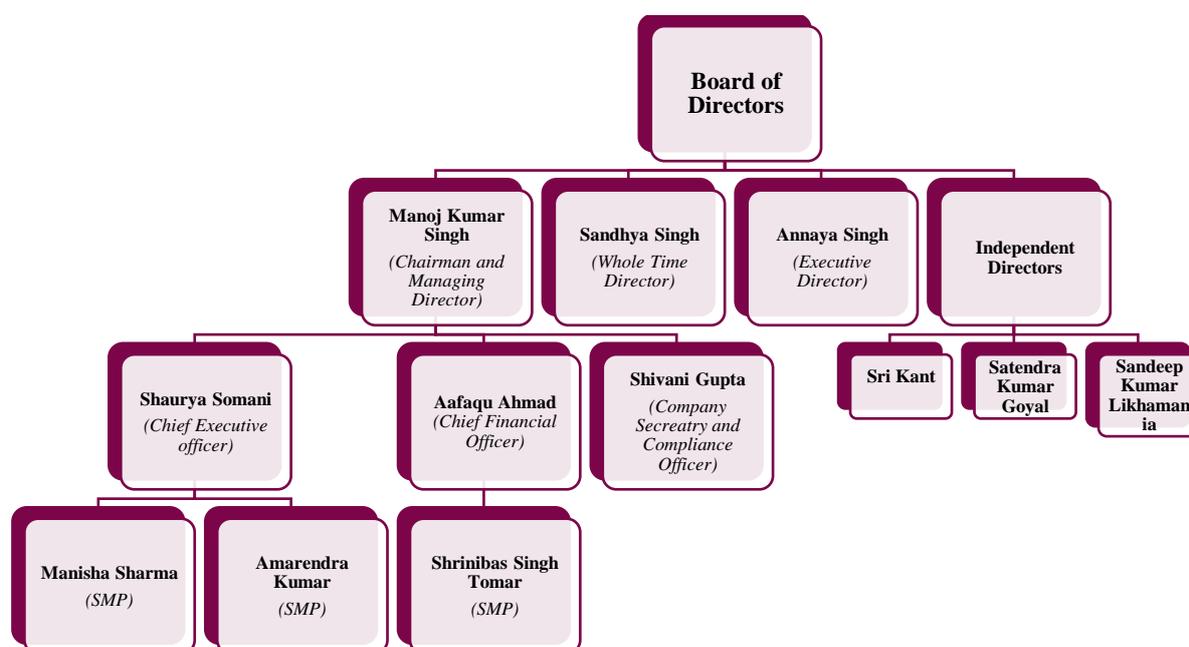
No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such Director to become or to help such Director qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Except as disclosed under “*Restated Financial Statements – Annexure 31 - Related Party Transactions*” and “*Our Business*” beginning on page 188 and 123 respectively, there are no conflict of interest between the suppliers, third-party service providers and between the lessor of the immovable properties (crucial for operations of the company) and the company and Directors.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

| Sr. No. | Name of the Director | Date of Appointment / Change in designation | Reason for Change |
|---------|-------------------------|---|---|
| 1. | Ananya Singh | May 29, 2024 | Appointed as Additional Executive Director |
| 2. | Manoj Kumar Singh | July 16, 2024 | Redesignated as Managing Director |
| 3. | Sandhya Singh | August 06, 2024 | Redesignated as Whole Time Director |
| 4. | Yogesh Agrawal | August 12, 2024 | Appointed as Non-Executive Independent Director |
| 5. | Sri Kant | August 12, 2024 | Appointed as Non-Executive Independent Director |
| 6. | Satendra Kumar Goyal | August 12, 2024 | Appointed as Non-Executive Independent Director |
| 7. | Ananya Singh | September 30, 2024 | Regularized as Executive Director |
| 8. | Sandeep Kumar Likhmania | January 23, 2025 | Appointed as Non-Executive Independent Director |
| 9. | Yogesh Agrawal | January 24, 2025 | Resigned as Non-Executive Independent Director |

ORGANIZATIONAL STRUCTURE



CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has 6 (Six) Directors, comprising 1 (one) Chairman and Managing Director, 1 (one) Whole Time Director, 1 (one) Executive Director and 3 (three) Non-Executive Independent Directors. Our Whole Time Director and one Executive Director is a women Director.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has four (4) committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, (iii) Nomination and Remuneration Committee, and (iv) Corporate Social Responsibility Committee.

Audit Committee

Our Board has Re-constituted the Audit Committee vide Board Resolution dated January 24, 2025 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|------------------------------|------------------------------------|---------------------------------|
| Sandeep Kumar Likhamaania | Non-Executive Independent Director | Chairperson |
| Satendra Goyal | Non-Executive Independent Director | Member |
| Manoj Kumar Singh | Managing Director | Member |

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure of any related party transactions; g. Qualifications in the draft audit report;
 - (vii) Qualifications in the draft audit report;
5. Reviewing with the management the quarterly/half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the AS 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and

- v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee

Our Board has Re-constituted the Stakeholders' Relationship Committee vide Board Resolution dated January 24, 2025 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholder's Relationship Committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|------------------------------|------------------------------------|---------------------------------|
| Sandeep Kumar Likhamania | Non-Executive Independent Director | Chairperson |
| Srikant | Non-Executive Independent Director | Member |
| Sandhya Singh | Whole Time Director | Member |

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;
9. Authorise affixation of common seal of the Company;

10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet at least four times in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has Re-constituted the Nomination and Remuneration Committee vide Board Resolution dated January 24, 2025 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|------------------------------|------------------------------------|---------------------------------|
| Satendra Goyal | Non-Executive Independent Director | Chairperson |
| Sri Kant | Non-Executive Independent Director | Member |
| Sandeep Kumar Likhamania | Non-Executive Independent Director | Member |

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i) use the services of an external agencies, if required;
 - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

Corporate Social Responsibility Committee

Our Board has Re-constituted the Corporate Social Responsibility Committee vide Board Resolution dated January 24, 2025 pursuant to section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|------------------------------|------------------------------------|---------------------------------|
| Manoj Kumar Singh | Managing Director | Chairperson |
| Sandhya Singh | Whole Time Director | Member |
| Sandeep Kumar Likhamaania | Non-Executive Independent Director | Member |

The scope of Corporate Social Responsibility Committee shall include but shall not be restricted to the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time; and
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Meeting of Corporate Social Responsibility Committee and Relevant Quorum

The quorum necessary for a meeting of the Corporate Social Responsibility Committee shall be two members or one third of the members of the committee whichever is greater. The Committee shall meet at least once in a year.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

Key Managerial Personnel of our Company:

Manoj Kumar Singh is the Chairman and Managing Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 168.

Sandhya Singh is the Whole Time Directors of our Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 168.

Aafaqu Ahmad, aged 36 years, is the Chief financial Officer of our Company with effect from June 04, 2024. He holds a Master’s of Commerce degree from Mahatma Gandhi Kashi Vidyapith, Varanasi qualified in 2011 and Master of Business Administration from the Sikkim Manipal University qualified in 2012. He has also qualified from the Institute of Chartered Accountants of India in year 2023. He has been associated with our company since 2018 as Senior Manager – Accounts/Logistics. He has over 13 years of experience in Accounts department. His past experiences include, working as Accounts Manager. He was paid ₹ 8.33 Lakhs as salary in the Fiscal Year 2023-24 in the capacity of Senior Manager.

Shaurya Jitendra Somani, aged 44 years, is the Chief Executive Officer of our Company with effect from June 04, 2024. He holds a Bachelor’s of Science degree from University of Mumbai qualified in 2004. He has been associated with our company since January 01, 2024 as Chief Executive Officer. He has over 6 years of experience of working as a Manager-business development and over 2 years of experience as a chief executive officer. He was paid ₹ 9.00 Lakhs as salary in the Fiscal Year 2023-24 in the capacity of chief executive officer.

Shivani Gupta, aged 30 years, has been the Company Secretary and Compliance Officer of our Company with effect from June 04, 2024. She is an Associate Member of the Institute of Company Secretaries of India since 2018. She holds a Bachelor’s of Commerce degree from Bhimrao Ambedkar University, Agra. Her past experiences include, working as a Company Secretary in Indiabestbuy Private Limited and Jindal Leasefin Limited for a total period of over 4 years. She has not received any remuneration in FY 2023-24 since the appointment was with effect from June, 2024.

Senior Management Personnel of our Company:

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Amarendra Kumar, aged 34 years is the “head of customer support and R&D” of our company. He has been associated with our company since the year 2013, initially appointed as network support engineer and later on promoted to head of customer support and R&D. He has qualified Bachelor of Technology in Computer Science Engineering from Punjab Technical University in year 2012. He has an experience of more than 11 years in our company. He was paid ₹19.20 Lakhs in the Fiscal Year 2023-24.

Manisha Sharma, aged 46 years, is the “Senior Sales Manager” of our company, she has been associated with our Company since 2011 as Operations Manager and later promoted to Senior Sales Manager. She has qualified bachelors of arts in 2023. With over 13 years of experience within our organization, she is responsible for overseeing sales department. She was paid ₹ 7.97 Lakhs in the Fiscal Year 2023-24.

Shrinibas Singh Tomar, aged 36 years is the “Head Technician Support” of our company, He has been associated with our company since 2015 as an Installation Engineer and later promoted to Head of Technical Support. He has completed his bachelor’s degree in Engineering, Information Technology from the Rajiv Gandhi University, Bhopal. He is responsible for leading the projects and support teams for our company. He has over 9 years of experience within our organization. He was paid ₹ 10.80 Lakhs in the Fiscal Year 2023-24.

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

RELATIONSHIP BETWEEN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Managerial Personnel and Senior Management are related to each other, except as mentioned below:

- Manoj Kumar Singh and Sandhya Singh are related to each other as Husband and Wife.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS OR OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

Except as disclosed under “*Restated Financial Statements – Annexure 31 - Related Party Transactions*” and “*Our Business*” beginning on page 188 and 123 respectively, there are no conflict of interest between the suppliers, third-party service providers and between the lessor of the immovable properties (crucial for operations of the company) and the key managerial personnel and senior management of our company.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

There is no profit-sharing plan for the Key Managerial Personnel or senior management. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All our Key Managerial Personnel and senior management are permanent employees of our Company.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

Except for the following, none of our KMPs or senior management hold any shares of our Company as on the date of this Draft Red Herring Prospectus.

| Sr. No. | Name of the Director | Designation | No. of Equity Shares | Percentage of Pre-Issue Capital (%) |
|---------|----------------------|--------------------------------|----------------------|-------------------------------------|
| 1. | Manoj Kumar Singh | Chairman and Managing Director | 63,61,938 | 94.25% |
| 2. | Sandhya Singh | Whole Time Director | 3,88,008 | 5.75% |

CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

| Sr. No. | Name of the key managerial personnel and senior management personnel | Date of Appointment / Change in designation | Reason for Change |
|---------|--|---|---|
| 1. | Manisha Sharma | September 05, 2024 | Designated as Senior Management Personnel |
| 2. | Amarendra Kumar | September 05, 2024 | Designated as Senior Management Personnel |
| 3. | Shrinibas Singh Tomar | September 05, 2024 | Designated as Senior Management Personnel |
| 4. | Manoj Kumar Singh | July 16, 2024 | Redesignated as Managing Director |
| 5. | Sandhya Singh | August 06, 2024 | Redesignated as Whole Time Director |
| 6. | Aafaqu Ahmad | June 04, 2024 | Appointed as Chief Financial Officer |
| 7. | Shaurya Jitendra Somani | June 04, 2024 | Appointed as Chief Executive Officer |
| 8. | Shivani Gupta | June 04, 2024 | Appointed as Company Secretary and Compliance Officer |

ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The attrition of Key Managerial Personnel and senior management is not high in our Company compared to the industry. For further details, kindly refer chapter titled “*Risk factor*” on page 46.

EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

No non-salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OTHER CONFIRMATIONS

Business Correspondents Related to Promoter, Director, Key Managerial Personnel and Senior Management

Our Company does not have any business correspondents related to our Promoters, our Directors, our Key Managerial Personnel or our Senior Management.

Similar Business with which Directors are Associated

Except as disclosed under “*Our Group Companies*” and “*Our Business*” beginning on page 185 and 123 respectively, none of our directors are associated or have any interest in the similar line of business as that of our Company.

None of the Directors on the Board are appointed as the Nominee Directors, KMPs or any other persons appointed on behalf any of the shareholders or any other person.

OUR PROMOTERS AND PROMOTER GROUP

Manoj Kumar Singh, Sandhya Singh and Ananya Singh are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 67,49,955 Equity Shares, representing 100% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "*Capital Structure*" beginning on page 75.

The details of our Promoters are as under:

| | |
|---|--|
| Manoj Kumar Singh | |
|  | <p>Manoj Kumar Singh, aged 48 years is one of the Promoters, Chairman and Managing Director of our Company.</p> <p>Date of Birth: December 05, 1976</p> <p>Nationality: Indian</p> <p>PAN: AGOPS7756B</p> <p>Residential Address: Enigma Indiabulls, Pent House No. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana - 122017</p> <p>For his complete profile along with the details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "<i>Our Management</i>" on page 166.</p> |
| Sandhya Singh | |
|  | <p>Sandhya Singh, aged 46 years is one of the Promoters and Whole Time Director of our Company.</p> <p>Date of Birth: April 30, 1979</p> <p>Nationality: Indian</p> <p>PAN: BFFPS4613J</p> <p>Residential Address: Enigma Indiabulls, Pent House No. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana - 122017</p> <p>For her complete profile along with the details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "<i>Our Management</i>" on page 166 .</p> |
| Ananya Singh | |

| | |
|---|--|
|  | <p>Ananya Singh, aged 22 years is one of the Promoters and Executive Director of our Company.</p> <p>Date of Birth: September 26, 2002</p> <p>Nationality: Indian</p> <p>PAN: NNPPS4261C</p> <p>Residential Address: Enigma Indiabulls, Pent House no. I-131, 13 Floor, Block-R, New Palam Vihar-1, Gurugram, Sector-110, Pawala Khasrupur, Dwarka Express Way, Bajghera, Carterpuri, Gurgaon, Haryana, 122017</p> <p>For her complete profile along with the details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management</i>” on page 166.</p> |
|---|--|

Other ventures of our Promoters

Other than as disclosed in “*Companies / Corporate Entities Forming Part of the Promoter Group*” below and in section “*Our Management –Other Directorships*” on page 182 and 166, respectively, our Promoters are not involved in any other ventures.

DECLARATION

We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License number and Aadhaar Card number of our Promoters shall be submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange.

CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 166.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. Further, the residential properties of our Promoters have been provided as collateral security and our promoters have also given personal guarantee for the borrowings availed by our Company. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 75, 188 and 166.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Statements*” beginning on page 188.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared,

if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 75.

Interest of Promoters in the Property of our Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 149 and 188 respectively, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements as on the date of this Draft Red Herring Prospectus.

Other Interest of Promoters

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Except as disclosed under “*Restated Financial Statements – Annexure 31 - Related Party Transactions*” and “*Our Business*” beginning on page 188 and 123 respectively, there are no conflict of interest between the suppliers, third-party service providers and between the lessor of the immovable properties (crucial for operations of the company) and Promoters and Promoter Group of our company.

PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 188, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or members of our Promoter Group.

MATERIAL GUARANTEES

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, as per Regulation 2(1) (pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1) (pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

| Relationship | Name of the Relatives | | |
|--------------|-----------------------|--|-------------------|
| | Manoj Kumar Singh | Sandhya Singh | Ananya Singh |
| Father | - | - | Manoj Kumar Singh |
| Mother | - | Shakuntala Devi | Sandhya Singh |
| Spouse | Sandhya Singh | Manoj Kumar Singh | - |
| Brother | - | Chiman Singh Dilip Singh | Hridyaan Singh |
| Sister | Poonam Singh | Ramesh Hemlata Shanti Rathore Uma Devi Sharda Bhadauria | - |

| Relationship | Name of the Relatives | | |
|------------------|--|----------------|--------------|
| | Manoj Kumar Singh | Sandhya Singh | Ananya Singh |
| Son | Hridyaan Singh | Hridhyan Singh | - |
| Daughter | Ananya Singh | Ananya Singh | - |
| Spouse's Father | - | - | - |
| Spouse's Mother | Shakuntala Devi | - | - |
| Spouse's Brother | Chiman Singh Dilip Singh | - | - |
| Spouse's Sister | Ramesh Hemlata Shanti Rathore Uma Devi Sharda Bhadauria | Poonam Singh | - |

B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

| Sr. No. | Name of Promoter Group Entity/Company |
|---------|---|
| 1. | Purplewave India Private Limited |
| 2. | Durga Saptashati Foundation (Section 8 Company) |

BRIEF DESCRIPTION OF BODY CORPORATES FORMING PART OF PROMOTER GROUP AND GROUP COMPANY

For detailed with regards to brief description of body corporates forming part of promoter group and group company, please refer chapter titles "Our Group Companies" on page 185.

COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

OUR GROUP COMPANIES

In terms of SEBI ICDR Regulations, the term “Group Company” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated September 05, 2024 our Group Company includes: (i) Those companies which are identified as companies, with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards (ii) All companies which are considered material by the Board of Directors.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have identified the following as Group Companies, (i) Purplewave India Private Limited and (ii) Durga Saptashati Foundation as the Group Companies of our Company.

DETAILS OF OUR GROUP COMPANIES

1. Details of our Group Companies

- **Purplewave India Private Limited**

Purplewave India Private Limited is incorporated on December 18, 2018. The CIN is U74999DL2018PTC343180 and Registered Office is situated at Plot No 1 Basement, Block A Pocket 2, Sector 17 Dwarka, Amberhai, South West Delhi, New Delhi, Delhi, India, 110075. Purplewave India Private Limited is currently engaged in the business of manufacturing, trading, distributing, importing, exporting, repairing, of electronic products, IT Products, software, hardware, audio, visual products.

Financial Performance

In accordance with SEBI ICDR Regulations, the financial information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value derived from the audited financial statements of the Group Company for the preceding three years are available on the website of our Company at www.purplewaveindia.com.

- **Durga Saptashati Foundation**

Durga Saptashati Foundation is incorporated on December 23, 2020 as a section 8 company. The CIN is U85300DL2020NPL374927 and Registered Office is situated at Property No. 150, Basement Floor, Spine Enclave, Block C Pocket 8 Sector 17 Dwarka, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. Durga Saptashati Foundation is currently engaged in all kind of philanthropist activities.

Financial Performance

In accordance with SEBI ICDR Regulations, the financial information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value derived from the audited financial statements of the Group Company for the preceding three years are available on the website of our Company at www.saptashati.org.

Our Company has provided the links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on our Company’s websites does not constitute a part of this Draft Red Herring Prospectus. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor the BRLM nor any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

In the promotion of our Company

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion of our Company.

In properties acquired by us in the preceding three years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

COMMON PURSUITS BETWEEN OUR GROUP COMPANY

One of our Group Company Purplewave India Private Limited has common pursuits with our Company and is engaged in similar line of business to that of our Company. Our Company shall adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when it arises. Further, we have entered into a non-compete arrangement dated April 21, 2025 with Purplewave India Private Limited to assure that the Group Company will not in future engage in any competing business activity or acquire interests in competing ventures.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions appearing in “*Related Party Transactions*” as disclosed under “*Restated Financial Statements – Annexure 31 - Related Party Transactions*” on page 188, there are no other related business transactions between our Group Company and the Company.

LITIGATION

Our Group Companies is not a party to any pending litigation which may have a material impact on our Company. For further details, please refer the chapter titled “*Outstanding Litigation and Material Developments*” on page 236.

BUSINESS INTEREST

There are related party transactions between the Group Companies and our Company as appearing in “*Related Party Transactions*” as disclosed under “*Restated Financial Statements – Annexure 31 - Related Party Transactions*” on page 188. Other than the related party transactions, our Group Companies do not have any business interest or other interest in our Company.

CONFIRMATIONS

Our Group Company does not have its equity shares or debt securities listed on any stock exchange in India or abroad.

Our Group Company has not been refused listing of equity shares or any other securities during the ten immediately preceding years or failed to meet the listing requirements of any stock exchanges in India or abroad.

Except as disclosed under “*Restated Financial Statements – Annexure 31 - Related Party Transactions*” and “*Our Business*” beginning on page 188 and 123 respectively, there are no conflict of interest between the suppliers, third-party service providers and between the lessor of the immovable properties (crucial for operations of the company) and our Group Companies.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/ modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see Risk Factors – *Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.*

Our Company has not paid / declared any dividend in period ended December 31, 2024 and in last three years from date of this Draft Red Herring Prospectus.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

| Sr No. | Particulars | Page No |
|---------------|-------------------------------|----------------|
| 1. | Restated Financial Statements | 188-216 |

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RESTATED FINANCIAL STATEMENTS
INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION OF
PURPLE WAVE INFOCOM LIMITED
(As Required by Section 26 of Companies Act,2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities)
Rules,2014)

To,
The Board of Directors,
Purple Wave Infocom Limited
Plot No.1 & 2, Pocket A-2,
MNG Tower, First Floor,
Dwarka Sector 17,
South West Delhi,
New Delhi – 110078

Dear Sir/Ma'am,

We have examined the attached Restated Financial Information of Purple Wave Infocom Limited (Formerly known as Purple Wave Infocom Private Limited) (*hereinafter referred as "the Company" or "the Issuer"*) comprising the Restated Audited Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023, March 31, 2022, the Restated Audited Statements of Profit and Loss, the Restated Audited Cash Flow Statement for the stub period ended on December 31, 2024 and for the financial year ended March 31, 2024, March 31, 2023, March 31, 2022, the Summary statement of Significant Accounting Policies and other explanatory information (Collectively the Restated Financial Information as approved by the Board of Directors of the Company for the purpose of inclusion in the Draft prospectus / prospectus, prepared by the company in connection with its proposed Initial Public Offer of equity shares (IPO) prepared in terms of the requirements of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended from time to time (the Guidance Note)

The Company's Board of Directors are responsible for the preparation of Restated Financial Information for the purpose of inclusion in the Draft prospectus / prospectus to be filled with Securities and Exchange Board of India, stock exchange and Registrar of Companies, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the company on the basis of preparation stated in notes to the Restated Financial Information. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. Management is also responsible for identifying and ensuring that the Company complies with the Companies Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with the company in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from:

- a) Audited Financial Statements of the company as at and for the period ended stub period ended on December 31, 2024 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014, as amended, and other accounting principles generally accepted in India.
- b) Audited Financial Statements for the stub period ended on December 31, 2024 & for financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 prepared in accordance with the Accounting principles generally accepted in India by making adjustments for Indian GAAP as applicable to corporates which have been approved by the board of directors.

The “Restated Statement of Assets and Liabilities” as set out in Annexure 1 to this report, of the Company as at December 31, 2024, March 31, 2024, March 31, 2023, March 31, 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure 4(A) to this Report.

The “Restated Statement of Profit and Loss” as set out in Annexure 2 to this report, of the Company for year ended on December 31, 2024, March 31, 2024, March 31, 2023, March 31, 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure 4(A) to this Report.

The “Restated Statement of Cash Flow” as set out in Annexure 3 to this report, of the Company for year ended on December 31, 2024, March 31, 2024, March 31, 2023, March 31, 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure 4(A) to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and auditor’s report thereon which have been prepared by Statutory Auditor of the Company for year ended on December 31, 2024, March 31, 2024, March 31, 2023, March 31, 2022 we are of the opinion that The Restated Financial Statements or Restated Summary Statements have been made after incorporating:

- a) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting period if any;
- b) Adjustment for prior period and other material amounts in the respective financial years have been made to which they relate;
- c) They do not contain any extra-ordinary items that needs to be disclosed separately except as shown in the Restated Financial Information;

- d) There are no revaluation reserves, which needs to be disclosed separately in the Restated Financial Statement.
- e) There are no qualifications in the Audit Report issued by statutory auditor M/s Andros & Co. Chartered Accountants for year ended on December 31, 2024 & March 31, 2024 & March 31, 2023 & March 31, 2022, for Purple Wave Infocom Limited which would require adjustments in this Restated Financial Statement of the Company.
- f) 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;
- g) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- h) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- i) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement;
- j) The Company has not paid dividend on its equity shares during the reporting period.
- k) Pending litigations as on date are:
- a. **Pending Liability in TDS:**
As per details available on the TRACES an aggregate outstanding amount of Rs 27,806/- is determined to be paid from Previous years till 2024-25 against the company as default on account of short payment and short deduction of TDS and late filing fees u/s 234E Interest u/s 220 and 221 of the Income Tax Act.
- b. **A.Y. 2021-22:**
Demand bearing Demand Identification No: 2022202137113302444C dated September 27, 2022 u/s. 143(1)a of the Income Tax Act, 1961, raising a demand of Rs 2,53,868/- (demand adjusted of Rs. 47,262/- and Rs.740/-) in addition to an interest of Rs. 1,31,628 /- for A.Y 2021-22, is pending to be paid by the company.

We have also examined the following Restated financial information of the Company set out in the Annexure as prepared by the management and approved by the Board of Directors of the company for the stub ended on December 31, 2024 & Financial year ended March 31, 2024, March 31, 2023, March 31, 2022 proposed to be included in the “Offer Document” for the proposed IPO:

Annexure - 1: Restated Statement of Assets and Liabilities

Annexure - 2: Restated Statement of Profit and Loss

Annexure - 3: Restated Statement of Cash Flow

Annexure - 4(A): Significant Accounting Policies and Notes to Accounts as restated

Annexure - 4(B): Reconciliation of Restated Profit & Audit Profit

Annexure - 4(C): Reconciliation of Restated Equity / Net-worth

Annexure - 5: Restated Statement of Share Capital

Annexure - 6: Restated Statement of Reserves & Surplus

Annexure - 7: Restated Statement of Long-term Borrowings

Annexure - 7(A): Nature of Securities and Terms of Repayment Secured/Unsecured Long Term Borrowings Including Current Maturities

Annexure - 7(B): Terms and Conditions of Unsecured Loans

Annexure - 8: Restated Statement of Long-term Provisions

Annexure - 9: Restated Statement of Short-term Borrowings

Annexure - 9(A): Nature of Securities and Terms of Repayment Secured Short Term Borrowings

Annexure - 10: Restated Statement of Trade Payables

Annexure - 11: Restated Statement of Other Current Liabilities

Annexure - 12: Restated Statement of Short-term Provisions

Annexure - 13: Restated Statement of Property, Plant and Equipment And Tangible Assets

Annexure - 14: Restated Statement of Deferred Tax Liabilities & Assets (Net)

Annexure - 15: Restated Statement of Long-term Loans and Advances

Annexure - 16: Restated Statement of Other Non-Current Assets

Annexure - 17: Restated Statement of Inventories

Annexure - 18: Restated Statement of Trade Receivables

Annexure - 19: Restated Statement of Cash and Cash Equivalents

Annexure - 20: Restated Statement of Short-term Loans and Advances

Annexure - 21: Restated Statement of Revenue from Operations

Annexure - 21(A): Product Wise Revenue Bifurcation

Annexure - 22: Restated Statement of Other Business/ Operating Income

Annexure - 23: Restated Statement of Cost of Goods Sold

Annexure - 24: Restated Statement of Employee Benefit Expense

Annexure - 25: Restated Statement of Finance Costs

Annexure - 26: Restated Statement of Depreciation and Amortization Expense

Annexure - 27: Restated Statement of Other Expenses

Annexure - 28: Restated Statement of Deferred Tax

Annexure - 29: Restated Statement of Contingent Liabilities

Annexure - 30(A): Restated Statement of Accounting Ratios

Annexure – 30(B): Restated Statement of Accounting Ratios

Annexure - 31: Restated Statement of Related Party Transactions

Annexure - 32: Restated Statement of Segment Reporting

Annexure - 33: Restated Statement of Capitalization

Annexure - 34: Restated Statement of Tax Shelter

Annexure - 35: Restated Statement of Additional Notes

This report should not in any way be construed as re-issuance or re-dating of any of the previous audit reports issued by us or any other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.

In our opinion, the above financial information contained in Annexure 1 to 35 and read along with the Restated Statement of Significant Accounting Policies and Notes as set out in Annexure 4(A) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI ICDR Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Draft prospectus / prospectus issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

We, M B Jajodia & Associates., Chartered Accountants have been subjected to peer review process of the Institute of Chartered Accountant of India (ICAI) and hold a valid peer review certificate No.- 015630 dated 21/07/2023 issued by the “Peer Review Board” of the ICAI.

Our report is intended solely for use of the management for inclusion in the Draft prospectus / prospectus to be filed with Securities and Exchange Board of India in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For, M B Jajodia & Associates
Chartered Accountants
Firm Regn No. – 139647W
Peer Review No. 015630

Sd/-
Manoj Jajodia
Partner
M.No.162116
UDIN : 25162116BMIEZK8660

Place : Ahmedabad
Date : 21/04/2025

PURPLE WAVE INFOCOM LIMITED
(Formerly known as Purple Wave Infocom Private Limited)
CIN : U72300DL2007PLC170537

Annexure - 1 : Restated Statement of Assets and Liabilities

Rs. In Lakhs

| Particulars | Annex. No. | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|------------|------------------------------|---------------------------|---------------------------|---------------------------|
| I. Equity and Liabilities | | | | | |
| <i>(1) Shareholders' Funds</i> | | | | | |
| (a) Share Capital | 5 | 675.00 | 150.00 | 150.00 | 150.00 |
| (b) Reserve & Surplus | 6 | 800.29 | 668.46 | 124.63 | 58.73 |
| <i>(2) Share application money pending allotment</i> | | 0.00 | 0.00 | 0.00 | 0.00 |
| <i>(3) Non-current Liabilities</i> | | | | | |
| (a) Long term borrowings | 7 | 50.52 | 28.29 | 245.58 | 529.58 |
| (b) Deferred tax liabilities (Net) | | 0.00 | 0.00 | 0.00 | 0.00 |
| (d) Long term provisions | 8 | 38.13 | 33.65 | 24.65 | 16.57 |
| <i>(4) Current Liabilities</i> | | | | | |
| (a) Short term borrowings | 9 | 1415.97 | 1074.75 | 444.13 | 271.08 |
| (b) Trade payables | 10 | | | | |
| (A) Total outstanding dues of micro and small enterprises | | 0.00 | 0.00 | 0.00 | 0.00 |
| (B) Total outstanding dues of creditors other than micro and small enterprise | | 4195.98 | 1028.69 | 718.95 | 1467.35 |
| (c) Other current liabilities | 11 | 172.93 | 175.03 | 961.90 | 322.78 |
| (d) Short term provisions | 12 | 231.53 | 189.30 | 28.77 | 16.01 |
| Total | | 7580.36 | 3348.15 | 2698.61 | 2832.10 |
| II. Assets | | | | | |
| <i>(1) Non-current Assets</i> | | | | | |
| (a) Property, Plant and Equipment and Intangible assets | | | | | |
| (i) Property, Plant and Equipment | 13 | 107.32 | 66.03 | 75.00 | 65.10 |
| (ii) Intangible assets | | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Capital WIP | | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Intangible assets under development | | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Non-current investments | | 0.00 | 0.00 | 0.00 | 0.00 |
| (c) Deferred tax assets (net) | 14 | 24.06 | 24.31 | 20.68 | 17.34 |
| (d) Long term loans and advances | 15 | 118.73 | 50.48 | 37.31 | 27.28 |
| (e) Other non-current assets | 16 | 2.93 | 2.58 | 2.58 | 2.58 |
| <i>(2) Current Assets</i> | | | | | |
| (a) Current investments | | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Inventories | 17 | 1256.82 | 823.99 | 244.99 | 279.88 |
| (c) Trade receivables | 18 | 5551.33 | 2071.64 | 1106.42 | 2231.63 |
| (d) Cash and cash equivalents | 19 | 181.97 | 66.53 | 237.94 | 108.48 |
| (e) Short-term loans and advances | 20 | 337.21 | 242.60 | 973.70 | 99.81 |
| (f) Other current assets | | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | | 7580.36 | 3348.15 | 2698.61 | 2832.10 |
| Significant Accounting Policies | 4A | | | | |
| Reconciliation of Restated Profit & Audit Profit | 4B | | | | |
| Notes forming part of the Financial Statement | | | | | |

As per our report of even date attached

For, M B Jajodia & Associates
Chartered Accountants
(FRN No. 139647W)
Peer Review No. 015630

Sd/-
Manoj Jajodia
Partner
(M.No.162116)
Place : Ahmedabad
UDIN : 25162116BMIEZK8660
Date : 21/04/2025

For & on the behalf of Board of Directors of Purplewave Infocom Limited

Sd/-
Manoj Kumar Singh
Managing Director
DIN : 00036674

Sd/-
Sandhya Singh
Whole-Time Director
DIN : 01238745

Sd/-
Aafaqu Ahmad
Chief Financial Officer

Sd/-
Shivani Gupta
Company Secretary

Sd/-
Shaurya Jitendra Somani
Chief Executive Officer

PURPLE WAVE INFOCOM LIMITED
(Formerly known as Purple Wave Infocom Private Limited)
CIN : U72300DL2007PLC170537

Annexure - 2 : Restated Statement of Profit and Loss

Rs. In Lakhs

| Particulars | Annex No | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|----------|---|--------------------------------------|--------------------------------------|--------------------------------------|
| I. Revenue from operations: | 21 | 8941.63 | 8990.74 | 7011.39 | 5628.95 |
| II. Other business/ operating income: | 22 | 1.41 | 12.86 | 32.22 | 14.49 |
| III. Total Income (I + II) | | 8943.04 | 9003.60 | 7043.60 | 5643.44 |
| IV. Expenses: | | | | | |
| Cost of material consumed | 23 | 7063.01 | 7330.41 | 5841.20 | 4961.28 |
| Employee benefit expense | 24 | 505.82 | 497.70 | 658.39 | 363.84 |
| Finance Costs | 25 | 106.30 | 85.98 | 111.26 | 69.82 |
| Depreciation and Amortization Expense | 26 | 24.20 | 28.37 | 29.64 | 16.37 |
| Other Expenses | 27 | 359.65 | 331.77 | 312.03 | 190.91 |
| Total Expenses (IV) | | 8058.99 | 8274.24 | 6952.52 | 5602.22 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | | 884.05 | 729.36 | 91.09 | 41.22 |
| VI. Exceptional Items | | 0.00 | 0.00 | 0.00 | 0.00 |
| VII. Profit before extraordinary items and tax (V - VI) | | 884.05 | 729.36 | 91.09 | 41.22 |
| VIII. Extraordinary Items | | 0.00 | 0.00 | 0.00 | 0.00 |
| IX. Profit before tax (VII - VIII) | | 884.05 | 729.36 | 91.09 | 41.22 |
| X. Tax Expense: | | | | | |
| (1) Current Tax | | 226.98 | 189.16 | 28.52 | 15.74 |
| (2) Deferred Tax | 28 | 0.24 | -3.63 | -3.34 | -3.80 |
| (3) Current Tax adjustment of earlier years | | 0.00 | 0.00 | 0.00 | 0.00 |
| XI. Profit(Loss) from the period from continuing operations (IX - X) | | 656.83 | 543.83 | 65.91 | 29.29 |
| XII. Profit/(Loss) from discontinuing operations | | 0.00 | 0.00 | 0.00 | 0.00 |
| XIII. Tax expense of discontinuing operations | | 0.00 | 0.00 | 0.00 | 0.00 |
| XIV. Profit/(Loss) from discontinuing operations after tax (XII - XIII) | | 0.00 | 0.00 | 0.00 | 0.00 |
| XV. Profit/(Loss) for the period (XI + XIV) | | 656.83 | 543.83 | 65.91 | 29.29 |
| XVI. Earning Per Equity Share: | | | | | |
| (1) Basic | | 9.73 | 8.06 | 0.98 | 0.43 |
| (2) Diluted | | 9.73 | 8.06 | 0.98 | 0.43 |
| Significant Accounting Policies | 4A | | | | |
| Reconciliation of Restated Profit & Audit Profit | 4B | | | | |
| Notes forming part of the Financial Statement | | | | | |

As per our report of even date attached

For, **M B Jajodia & Associates**
Chartered Accountants
(FRN No. 139647W)
Peer Review No. 015630

Sd/-
Manoj Jajodia
Partner
(M.No.162116)
Place : Ahmedabad
UDIN : 25162116BMIEZK8660
Date : 21/04/2025

For & on the behalf of Board of Directors of Purplewave Infocom Limited

Sd/-
Manoj Kumar Singh
Managing Director
DIN : 00036674

Sd/-
Sandhya Singh
Whole-Time Director
DIN : 01238745

Sd/-
Aafaqu Ahmad
Chief Financial Officer

Sd/-
Shivani Gupta
Company Secretary

Sd/-
Shaurya Jitendra Somani
Chief Executive Officer

PURPLE WAVE INFOCOM LIMITED
(Formerly known as Purple Wave Infocom Private Limited)
CIN : U72300DL2007PLC170537

Annexure - 3 : Restated Statement of Cash Flow

| Particulars | Rs. In Lakhs | | | |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
| (A) Cash Flow from Operating Activities | | | | |
| Restated Net Profit Before Tax and Extraordinary items | 884.05 | 729.36 | 91.09 | 41.22 |
| <u>Adjustments For:</u> | | | | |
| Gratuity Provision | 4.60 | 9.13 | 8.26 | 16.84 |
| (Interest Received) | -1.43 | -3.47 | -1.98 | -2.19 |
| Income-tax/Prior Year Adjustment | 0.00 | 0.00 | 0.00 | 0.00 |
| (Profit on sale of fixed assets) | 0.00 | 0.00 | 0.00 | 0.00 |
| Interest and Finance Charges Paid | 106.30 | 85.98 | 111.26 | 69.82 |
| Depreciation | 24.20 | 28.37 | 29.64 | 16.37 |
| Operating profit before working capital changes | 1017.72 | 849.38 | 238.27 | 142.06 |
| <u>Changes in Working Capital</u> | | | | |
| (Increase)/Decrease in Trade Receivables | -3479.69 | -965.22 | 1125.22 | -1600.21 |
| (Increase)/Decrease in Inventories | -432.83 | -579.00 | 34.90 | -11.99 |
| (Increase)/Decrease in Short Term Loans and Advances | -91.02 | 882.55 | -857.14 | 78.89 |
| (Increase)/Decrease in Long Term Loans and Advances | -68.25 | -13.17 | -10.03 | -27.28 |
| (Increase)/Decrease in Non-Current Assets | -0.35 | 0.00 | 0.00 | -2.58 |
| Increase/(Decrease) in Trade Payables | 3167.29 | 309.74 | -748.40 | 1104.73 |
| Increase/(Decrease) in other Current liabilities | -2.10 | -786.86 | 639.12 | 240.52 |
| Increase/(Decrease) in Short Term Provisions | 4.31 | 0.00 | 0.00 | 0.00 |
| Cash Generated from / (used in) operating activities | 115.10 | -302.59 | 421.93 | -75.85 |
| Less : Income Tax paid | -192.74 | -180.22 | -32.70 | -6.74 |
| Cash Flow before extraordinary items | -77.64 | -482.81 | 389.23 | -82.59 |
| Extraordinary items | 0.00 | 0.00 | 0.00 | 0.00 |
| Net cash generated from / (used in) Operating Activities.....A | -77.64 | -482.81 | 389.23 | -82.59 |
| (B) Cash Flow from Investing Activities | | | | |
| Interest Received | 1.43 | 3.47 | 1.98 | 2.19 |
| (Purchase)/Sale of Tangible Fixed Assets | -65.50 | -19.40 | -39.54 | -35.49 |
| Sale of Tangible Fixed Assets | 0.00 | 0.00 | 0.00 | 0.00 |
| Net cash generated from / (used in) Investing Activities.....B | -64.06 | -15.93 | -37.56 | -33.30 |
| (C) Cash Flow from financing Activities | | | | |
| Proceeds from issue of Share Capital | 0.00 | 0.00 | 0.00 | 0.00 |
| Capital introduced | 0.00 | 0.00 | 0.00 | 0.00 |
| Proceeds of Short Term Borrowings | 521.42 | 856.52 | 126.91 | 15.12 |
| Repayment of Short Term Borrowings | 0.00 | -142.02 | 0.00 | -185.93 |
| Proceeds of Long Term Borrowings | 30.98 | 0.00 | 1.56 | 440.05 |
| Repayment of Long Term Borrowings | -188.95 | -301.18 | -239.42 | -25.00 |
| Interest and Finance Charges Paid | -106.30 | -85.98 | -111.26 | -69.82 |
| Dividend & tax thereon | 0.00 | 0.00 | 0.00 | 0.00 |
| Increase/(Decrease) in Share Application Money | 0.00 | 0.00 | 0.00 | 0.00 |
| Net cash generated from / (used in) Financing Activities.....C | 257.15 | 327.33 | -222.20 | 174.42 |
| Net increase in cash and cash equivalents (A+B+C) | 115.44 | -171.41 | 129.46 | 58.53 |
| Cash and cash equivalents at the beginning | 66.53 | 237.94 | 108.48 | 49.95 |
| Cash and cash equivalents at the end | 181.97 | 66.53 | 237.94 | 108.48 |

Notes :-

- 1) Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.
- 2) Figures in brackets represents outflows.
- 3) The above statement should be read with the restated statement of assets and liabilities, statement of profit and loss, Significant Accounting Policies and Notes as appearing in Annexure 1, 2 and 4(A) respectively

As per our report of even date attached

For, M B Jajodia & Associates
Chartered Accountants
(FRN No. 139647W)
Peer Review No. 015630

Sd/-
Manoj Jajodia
Partner
(M.No.162116)
Place : Ahmedabad
UDIN : 25162116BMIEZK8660
Date : 21/04/2025

For & on the behalf of Board of Directors of Purplewave Infocom Limited

Sd/-
Manoj Kumar Singh
Managing Director
DIN : 00036674

Sd/-
Sandhya Singh
Whole-Time Director
DIN : 01238745

Sd/-
Afaqu Ahmad
Chief Financial Officer

Sd/-
Shivani Gupta
Company Secretary

Sd/-
Shaurya Jitendra Somani
Chief Executive Officer

PURPLE WAVE INFOCOM LIMITED

Annexure – 4(A): Significant Accounting Policies and Notes to Accounts as restated

1 Corporate Information

The company was incorporated on 19th November, 2007 and having register office at Plot No. 1 & 2, Pocket A2, MNG Tower, First Floor, Dwarka Sector 17, South West Delhi, N.S.I.T. Dwarka, South West Delhi, New Delhi, Delhi, India, 110078. The company primarily engaged in the business of Audio Visual Solutions. The Company has been converted from Private Limited Company to Public Limited Company vide necessary Resolution passed by the shareholders and the name of the company is this day changed to **Purple Wave Infocom Limited** pursuant to issuance of Fresh Certificate of Incorporation on 6th August, 2024 vide CIN U72300DL2007PLC170537.

2 Significant Accounting Policies

2.1 Basis of Preparation:

The Restated Statement of Assets and Liabilities of the Company as on December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the period ended on December 31, 2024 and financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the annexure thereto (collectively, the “Restated Financial Statements”) have been compiled by the management from the Financial Statements of the Company for the financial year ended on December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

These restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Use of Estimates:

The preparation of the restated financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting year, the reported amounts of assets and liabilities and the disclosures of contingent liabilities as on the date of the restated financial statements.

Examples of such estimates include useful lives of Property Plant and Equipment’s, provision for doubtful debts / advances, deferred tax, etc. Actual results could differ from those estimates. Such difference is recognised in the year/s in which the results are known / materialised.

2.3 Property, Plant and Equipment (PPE):

The Company has adopted the cost model as its accounting policy for all its PPE and accordingly, the same are carried at its cost less any accumulated depreciation and any impairment loss. The cost comprises of - purchase price, including import duties, other non-recoverable taxes, and any cost incurred directly attributable to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, after deducting trade discounts and rebates.

2.4 Depreciation / Amortisation:

Depreciation on PPE is commenced on when it is available on use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended. Depreciation is provided on the “Written Down Value Method” as per the useful lives specified in Part C of Schedule II to the Companies Act, 2013. The residual value and the useful life of an asset is reviewed at least at each financial year-end and, and if expectations differ from previous estimates, the change is recognised in the statement of profit and loss with appropriate disclosure thereof.

2.5 Impairment of Assets:

As on each Balance Sheet date, if internal / external indicators suggest that an asset may be impaired, the carrying amount of the asset is tested for impairment so as to determine, the provision for impairment loss required. No such provision is required to be made.

2.6 Inventories:

Finished Goods produced or purchased by the company are carried at lower of cost or Net Realizable Value. Cost includes direct material and transportation cost.

2.7 Revenue Recognition:

The Company follows the accrual method of accounting and all claims, receivable and liabilities are provided on that basis. All revenue is recognised on accrual basis except non-recruiting income is accounted otherwise.

Revenue from sale of goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and are recorded net of trade discounts, rebates, Goods and Service Tax.

Revenue from services

Revenue from services is recognised pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured. The revenue is recognised net of Goods and service tax.

Interest Income

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and applicable interest rate.

2.8 Foreign Currency Transactions:

- i. Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.
- ii. Exchange differences arising on the settlement of monetary items or on reporting at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expenses in the year in which they arise.

2.9 Employee Benefits:

Short Term Employees Benefits.

All employees benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, etc are recognized in the period in which the employees renders the related service.

Defined benefits:

Provision for gratuity is made as per Accounting Standard 15 “Employee Benefits” as issued by Institute of Chartered Accountants of India using Projected Unit Credit.

2.10 Borrowing Costs:

Borrowing costs are charged to the Statement of Profit and Loss as expense in the year and no Borrowing costs that are attributable to the acquisition / construction of qualifying assets, are capitalized during the year.

2.11 Segment Reporting Policies:

- i. Primary Segment is identified based on the nature of services, the different risks and returns and the internal business reporting system. Secondary Segment is identified based on the geographic allocation of its customers.
- ii. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.12 Taxation:

- i. Tax on income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- ii. Deferred tax is recognized, subject to consideration of prudence, on timing differences between taxable and accounting income which originates in one period and are capable of reversal in one or more subsequent periods (adjusted for reversals expected during tax holiday period). The tax effect is calculated on accumulated timing differences at the yearend based on tax rates and laws enacted or substantially enacted as of the balance sheet date. In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such deferred tax assets. In other situations, deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available to realise such deferred tax assets. The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.
- iii. The Company offsets, on a year-on-year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

2.13 Provisions, Contingent Liabilities and Contingent Assets:

- i. Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if the Company has a present obligation as a result of a past event, a probable outflow of resources is expected to settle the obligation and the amount of the obligation can be reliably estimated.
- ii. Reimbursement expected in respect of the expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.
- iii. Contingent liability is stated in the case of a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation, a possible obligation, unless the probability of outflow of resources is remote.
- iv. Contingent assets are neither recognized, nor disclosed.
- v. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

NOTES TO RESTATED FINANCIAL STATEMENT

1 Material Regrouping

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2 Material Adjustment

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

| Rs. In Lakhs | | | | |
|--|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Annexure No. 4(B) RECONCILIATION OF RESTATED PROFIT & AUDIT PROFIT : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
| Net Profit / (Loss) After Tax of Audited Statement of Profit & Loss | 659.01 | 516.43 | 72.84 | 43.36 |
| <u>Adjustments for:</u> | | | | |
| (Short)/Excess Provision for Tax | -1.37 | 0.00 | 0.25 | 0.20 |
| Deferred Tax Liability / Asset Adjustments | -1.64 | 2.30 | 2.08 | 3.37 |
| Consumable Expenses not debited to P&L | -6.86 | 0.00 | 0.00 | 0.00 |
| CSR Expenditure not booked in P&L | -4.31 | 0.00 | 0.00 | 0.00 |
| Rent Expenses booked in Audit report | 12.00 | 0.00 | 0.00 | 0.00 |
| Provision for employee benefits | 0.00 | 25.10 | -8.26 | -16.84 |
| Audit Fees not booked in P&L | 0.00 | 0.00 | -1.00 | -0.80 |
| Net Profit / (Loss) after tax as restated | 656.83 | 543.83 | 65.91 | 29.29 |

| Rs. In Lakhs | | | | |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Annexure No. 4(C) RECONCILIATION OF RESTATED EQUITY / NETWORTH : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
| Equity / Net worth as per audited financials | 1473.27 | 814.26 | 297.84 | 225.00 |
| <u>Adjustments for:</u> | | | | |
| (Short)/Excess Provision for Tax | -1.37 | 0.00 | 0.25 | 0.20 |
| Provision for Employee Benefits | 0.00 | 25.10 | -8.26 | -16.84 |
| Deferred Tax Liability / Asset Adjustments | -1.64 | 2.30 | 2.08 | 3.37 |
| Consumable Expenses not Debited to P&L | -6.86 | 0.00 | 0.00 | 0.00 |
| CSR Expenditure not booked in P&L | -4.31 | 0.00 | 0.00 | 0.00 |
| Rent Expenses booked in Audit report | 12.00 | 0.00 | 0.00 | 0.00 |
| Audit Fees not booked in P&L | 0.00 | 0.00 | -1.00 | -0.80 |
| Sub Total : Difference pertaining to changes in Profit / Loss due to Restated effect for the period covered in Restated Financial | -2.18 | 27.40 | -6.93 | -14.07 |
| Prior period adjustments (Note-1) | 4.20 | -23.20 | -16.27 | -2.20 |
| Equity / Net worth as Restated | 1475.29 | 818.46 | 274.63 | 208.73 |

Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:

- A. Short/Excess Provision for Taxes:** Since the Restated profit has been changed so that the Provision for current tax is also got changed
- B. Gratuity Expense:** Provision for Gratuity is provided in Restated Financials Statement which was not provided in Audited Financial Statements
- C. Deferred Tax:** Deferred tax is calculated on the difference of WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference of Depreciation. Further Deferred Tax has been calculated on Timing difference arises due to Provision for Gratuity which was not considered in Audited Financial Statements
- D. Consumable Expenses :** The Company has not booked consumable expenses which has now been restated.
- E. Rent Expenses :** Rent Expenses has been not included in the Restated Financial Statements, whereas it was include in the Audited Financial Statements.
- F. Prior Period Adjustment:** Prior period items have been adjusted in the Restated Financial Statements, whereas their effect was not reflected in the Audited Financial Statements.

NOTES TO RESTATED FINANCIAL STATEMENT

| Rs. In Lakhs | | | | |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| Annexure No. 5. RESTATED STATEMENT OF SHARE CAPITAL : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
| Share Capital | | | | |
| 1 Authorised Share Capital | | | | |
| No. of Equity Share Capital of face value of Rs.10/- each | 10,000,000.00 | 2,000,000.00 | 2,000,000.00 | 2,000,000.00 |
| Equity Share Capital of face value of Rs.10/- each | 1000.00 | 200.00 | 200.00 | 200.00 |
| | 1000.00 | 200.00 | 200.00 | 0.00 |
| 2 Issued, subscribed and paid up Shares | | | | |
| No. of Equity No. of Equity Share Capital of face value of Rs.10/- each | 6,750,000.00 | 1,500,000.00 | 1,500,000.00 | 1,500,000.00 |
| Equity Share /Equity Share Capital of face value of Rs.10/- each | 675.00 | 150.00 | 150.00 | 150.00 |
| | 675.00 | 150.00 | 150.00 | 150.00 |

| 3 Reconciliation of the number of shares outstanding at the beginning and at the end of the | | | | |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| Particulars | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
| Equity Shares | | | | |
| No. of Shares | | | | |
| At the beginning of the period | 1500000 | 1500000 | 1500000 | 290000 |
| Add : Right Shares Issued during the period | 0 | 0 | 0 | 0 |
| Add : Bonus Shares issued during the Period | 5250000 | 0 | 0 | 1471000 |
| Outstanding at the end of the period | 6750000 | 1500000 | 1500000 | 1500000 |

Notes: Company issued 1471000 Bonus shares on 25.03.2022 and 5250000 Bonus shares on 09.10.2024.

4 Terms & Right attached to Equity Shares & Preference shares

Equity Shares: The Company has only one class of shares referred to as Equity Shares having face value of Rs. 10/- Each holder of Equity share is entitled to 1 vote per share. In the event of Liquidation of the company, the holders of Equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts, the distribution will be in proportion to the number of Equity shares held by shareholder.

5A Details of Shareholding of Promoters

| Sr No | Name of Promotor | No of Shares | % of total shares | % Change during the year |
|-------------------------|-------------------|--------------|-------------------|--------------------------|
| As on 31-12-2024 | | | | |
| 1 | Manoj Kumar Singh | 6361938 | 94.25% | Nil |
| 2 | Sandhya Singh | 388008 | 5.75% | Nil |
| 3 | Ananya Singh | 9 | 0.00% | Nil |
| As on 31-03-2024 | | | | |
| 1 | Manoj Kumar Singh | 1413776 | 94.25% | Nil |
| 2 | Sandhya Singh | 86224 | 5.75% | Nil |
| As on 31-03-2023 | | | | |
| 1 | Manoj Kumar Singh | 1413776 | 94.25% | Nil |
| 2 | Sandhya Singh | 86224 | 5.75% | Nil |
| As on 31-03-2022 | | | | |
| 1 | Manoj Kumar Singh | 1413776 | 94.25% | Nil |
| 2 | Sandhya Singh | 86224 | 5.75% | Nil |

5B Details of shareholders holding more than 5% shares in the company (in terms of No. of shares holding)

| Sr No | Name of Promotor | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|-------------------|------------------------------|---------------------------|---------------------------|---------------------------|
| No. of Shares | | | | | |
| a) Equity Shares, fully paid up: | | | | | |
| 1 | Manoj Kumar Singh | 6361938 | 1413776 | 1413776 | 1413776 |
| 2 | Sandhya Singh | 388,008 | 86224 | 86224 | 86224 |

5C Details of shareholders holding more than 5% shares in the company (in terms of % of holding)

| Sr No | Name of Promotor | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|-------------------|------------------------------|---------------------------|---------------------------|---------------------------|
| % of holding | | | | | |
| a) Equity Shares, fully paid up: | | | | | |
| 1 | Manoj Kumar Singh | 94.25% | 94.25% | 94.25% | 94.25% |
| 3 | Sandhya Singh | 5.75% | 5.75% | 5.75% | 5.75% |

Notes

5D Aggregate number of shares bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

| | No. of Shares | No. of Shares | No. of Shares | No. of Shares |
|--|---------------|---------------|---------------|---------------|
| Equity Shares includes equity shares allotted as fully paid bonus shares by capitalisation of general reserves in the last five years. | 5250000 | - | - | 1471000 |
| Equity Shares allotted as fully paid pursuant to contracts for consideration other than cash | - | - | - | - |
| Equity Shares brought back by the company | - | - | - | - |

| Annexure No. 6. RESTATED STATEMENT OF RESERVE & SURPLUS : | | | | |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
| a) Securities Premium Reserve | | | | |
| Opening Balance as per last financial statement | 0.00 | 0.00 | 0.00 | 11.10 |
| Less: Bonus Share Issued During the year | 0.00 | 0.00 | 0.00 | 11.10 |
| Closing Balance | 0.00 | 0.00 | 0.00 | 0.00 |
| b) Surplus/(Deficit) in the statement of Profit & Loss | | | | |
| Opening Balance | 668.46 | 124.63 | 58.73 | 167.64 |
| Add: Restated Profit/(Loss) for the year | 656.83 | 543.83 | 65.91 | 29.29 |
| LESS: | | | | |
| Utilization for issuance of Bonus shares | 525.00 | 0.00 | 0.00 | 136.00 |
| Prior period adjustments | 0.00 | 0.00 | 0.00 | 2.20 |
| Closing Balance | 800.29 | 668.46 | 124.63 | 58.73 |
| TOTAL: RESERVES AND SURPLUS | 800.29 | 668.46 | 124.63 | 58.73 |

NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 7. RESTATED STATEMENT OF LONG TERM BORROWINGS : | | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|---|------------------------------|---------------------------|---------------------------|----------------------------|
| 1 | Secured <u>From Bank / Financial Institutions</u> Vehicle Loans from Banks | 50.52 | 28.29 | 43.00 | 42.04 |
| | | 50.52 | 28.29 | 43.00 | 42.04 |
| 2 | Unsecured <u>From Bank / Financial Institutions</u> Loan from Bank Loan from NBFC | 0.00 0.00 0.00 | 0.00 0.00 0.00 | 130.13 72.45 202.58 | 324.37 163.17 487.54 |
| | | 0.00 | 0.00 | 202.58 | 487.54 |
| | TOTAL: LONG-TERM BORROWINGS | 50.52 | 28.29 | 245.58 | 529.58 |

| ANNEXURE - 7A : NATURE OF SECURITIES AND TERMS OF REPAYMENT FOR SECURED AND UNSECURED LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES | | Amount Outstanding As At 31.12.2024 | Amount Outstanding As At 31.03.2024 | Amount Outstanding As At 31.03.2023 | Amount Outstanding As At 31.03.2022 |
|---|--|--|--|--|--|
| Sr No | Particulars | | | | |
| 1 | Vehicle Loan | 73.98 | 43.00 | 56.74 | 55.18 |
| | Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms | 1) Vehicle loan from HDFC Bank Ltd of Rs. 23.33 Lakhs is secured against hypothecation of vehicle. Carries ROI @7% payable in 60 monthly installment of Rs. 46305/- Each. 2) Vehicle loan from HDFC Bank Ltd of Rs. 15.75 Lakhs is secured against hypothecation of vehicle. Carries ROI @9% payable in 60 monthly installment of Rs. 32709/- Each. 3) Vehicle loan from HDFC Bank Ltd of Rs. 42.93 is secured against hypothecation of vehicle. Carries ROI @11% payable in 93 monthly installment of Rs. 68525/- Each. 4) Vehicle loan from Canara Bank of Rs. 43.00 Lakhs is secured against hypothecation of vehicle. Carries ROI @9.55% payable in 84 monthly installment of Rs. 70389/- Each. | | | |
| 2 | Bank Loan | 8.81 | 131.06 | 326.77 | 503.04 |
| | Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms | 1) Loan from Deutsche Bank of Rs. 50.00 Lakhs is Carries ROI @16.00% payable in 36 monthly installment of Rs. 175785/- Each. 2) Loan from Yes Bank of Rs. 50.00 Lakhs carries ROI 14.5% and Payable in 36 Monthly Installment of Rs. 172105/- Each. 3) Loan from Indusind Bank of Rs.45.00 Lakhs carries ROI 15.75% and Payable in 36 Monthly Installment of Rs. 157652/- Each. 4) Loan from HDFC Bank of Rs.60 Lakhs carries ROI 13% and Payable in 36 Monthly Installment of Rs. 202164/- Each. | | | |
| 3 | NBFC Loan | 5.75 | 72.45 | 164.18 | 227.33 |
| | Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms | 1) Loan From Tata Capital Finance Service Ltd of Rs.50.24 Lakhs carries ROI 16% and Payable in 36 Monthly Installment of Rs. 176631/- Each. 2) Loan From Bajaj Finserve of Rs.40.06 Lakhs carries ROI 15.50% and Payable in 36 Monthly Installment of Rs. 139852/- Each. 3) Loan From Fedbank Financial Service of Rs.30.00 carries ROI 15% and Payable in 36 Monthly Installment of Rs. 103996/- Each. 4) Loan From SMC Finance of Rs.50.22 Laks carries ROI 15% and Payable in 36 Monthly Installment of Rs. 174100/- Each. | | | |

ANNEXURE - 7B : TERMS & CONDITION OF UNSECURED LOANS

Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors / Promoters / Promoter Group / Associates / Relatives of Directors / Group Companies / other entities.

| Sr No | Name of Lender | Purpose | Purpose | Purpose | Purpose |
|-------|-----------------------------------|----------|----------|----------|----------|
| 1 | Unsecured Loan from NBFC and Bank | Business | Business | Business | Business |

| Annexure No. 8. RESTATED STATEMENT OF LONG TERM PROVISIONS : | | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|---|------------------------------|---------------------------|---------------------------|---------------------------|
| 1 | Provision for employee benefits Provision for Gratuity | 38.13 | 33.65 | 24.65 | 16.57 |
| | TOTAL: LONG-TERM PROVISIONS | 38.13 | 33.65 | 24.65 | 16.57 |

Notes :

1 As Per Gratuity Valuation Report Dated 22.01.2025, Current Liability (Short Term) is RS. 69716/- & Non Current Liability (Long Term) is RS.3813065/-

| Annexure No. 9. RESTATED STATEMENT OF SHORT TERM BORROWINGS : | | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|---|------------------------------|---------------------------|---------------------------|---------------------------|
| 1 | <u>Current maturities of long-term debt (Secured)</u> Vehicle Loan | 23.47 | 14.72 | 13.74 | 13.13 |
| | | 23.47 | 14.72 | 13.74 | 13.13 |
| 2 | <u>Current maturities of long-term debt (Unsecured)</u> Loans from Banks Loans from NBFC's | 8.81 5.75 | 131.06 72.45 | 196.64 91.73 | 178.67 64.16 |
| | | 14.56 | 203.51 | 288.37 | 242.83 |
| 3 | <u>Loan Repayable on Demand (Secured)</u> Working capital (Overdraft facility) - Canara Bank Working capital (Overdraft facility) - HDFC Bank | 1377.94 0.00 | 856.52 0.00 | 0.00 142.02 | 0.00 15.12 |
| | | 1377.94 | 856.52 | 142.02 | 15.12 |
| | TOTAL: SHORT-TERM BORROWINGS | 1415.97 | 1074.75 | 444.13 | 271.08 |

NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 9(A). NATURE OF SECURITY & TERMS OF REPAYMENT FOR SECURED SHORT TERM BORROWINGS : | | Amount Outstanding as at 31.12.2024 (Amount Rs. In Lakhs) | Amount Outstanding as at 31.03.2024 (Amount Rs. In Lakhs) | Amount Outstanding as at 31.03.2023 (Amount Rs. In Lakhs) | Amount Outstanding as at 31.03.2022 (Amount Rs. In Lakhs) |
|--|---|---|---|---|---|
| Sr No | Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms | | | | |
| 1 | Cash Credit Facility | 1377.94 | 856.52 | 142.02 | 15.12 |
| | Securities offered / Principal Terms & Conditions | (i) Rate of Interest: RLLR+ 0.95% (ii) Sanctioned amount- Rs. 1500.00 Laacs (iii) Tenor- 12 months from date of sanction i.e 13.12.2024, renewable (iv) Primary Security- Hypothecation of book debts (v) Collateral Security- (a) Equitable Mortgage on Residential property at Flat no 1-131, 13th & 14th floor(Pent House), Tower 1,Indiabulls Enigma, Sector-110, Dwarka Express Highway, Gurgaon, Haryana - 122017 (b) Equitable Mortgage on Residential property at Flat No. 901, 9th Floor, Tower-C3, Avalon Garden, Bhiwandi, Rajasthan - 301019 (c) Personal Guarantees of Mrs. Sandhya Singh, Mr Manoj Kumar Singh, Miss. Anamya Singh. | | | |

| Annexure No. 10. RESTATED STATEMENT OF TRADE PAYABLES : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|---------------------------|------------------------|------------------------|------------------------|
| Trade Payable for Goods & Services includes | | | | |
| Outstanding for less than 1 year | | | | |
| (i) Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Dues of Other | 4002.30 | 988.95 | 688.49 | 1459.97 |
| (iii) Disputed Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed Dues of Other | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for 1 to 2 years | | | | |
| (i) Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Dues of Other | 154.84 | 34.48 | 27.98 | 5.58 |
| (iii) Disputed Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed Dues of Other | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for 2 to 3 years | | | | |
| (i) Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Dues of Other | 33.84 | 3.93 | 2.49 | 1.80 |
| (iii) Disputed Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed Dues of Other | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for more than 3 years | | | | |
| (i) Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Dues of Other | 4.99 | 1.32 | 0.00 | 0.00 |
| (iii) Disputed Dues of MSME | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed Dues of Other | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL: TRADE PAYABLES | 4195.98 | 1028.69 | 718.95 | 1467.35 |
| Total outstanding dues of Trade Payable consists | | | | |
| Principal amount remaining unpaid | 4195.98 | 1028.69 | 718.95 | 1467.35 |
| Interest and other due thereon remaining unpaid | 0.00 | 0.00 | 0.00 | 0.00 |

Notes :

- The company was unable to identify dues regarding to micro enterprises and small enterprises as defined under Micro, Small & Medium Enterprises Development (MSMED) act, 2006, by the management for 31st December, 2024 & 31st March, 2024. The above disclosure has been extracted from the Audited Financial Statements of the company from the respective year.

| Annexure No. 11. RESTATED STATEMENT OF OTHER CURRENT LIABILITIES : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|---------------------------|------------------------|------------------------|------------------------|
| Advance From Customer | 94.42 | 68.54 | 797.72 | 255.02 |
| <u>Statutory liabilities</u> | | | | |
| ESI Payable | 0.05 | 0.06 | 0.06 | 0.10 |
| PF Payable | 3.56 | 2.61 | 2.60 | 2.27 |
| GST Payable | 9.42 | 50.29 | 35.21 | 15.06 |
| TDS & TCS Payable | 7.55 | 11.25 | 37.51 | 21.69 |
| <u>Other Liabilities</u> | | | | |
| Staff Salary Payable | 50.94 | 33.96 | 84.40 | 25.04 |
| Audit Fees Payable | 7.00 | 8.32 | 4.00 | 3.00 |
| Other Payable | 0.00 | 0.00 | 0.40 | 0.60 |
| TOTAL: OTHER CURRENT LIABILITIES | 172.93 | 175.03 | 961.90 | 322.78 |

| Annexure No. 12. RESTATED STATEMENT OF SHORT TERM PROVISIONS : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|---------------------------|------------------------|------------------------|------------------------|
| Provision for Gratuity | 0.70 | 0.58 | 0.45 | 0.28 |
| Provision for Taxation (net) | 226.52 | 188.71 | 28.32 | 15.74 |
| Provision for CSR | 4.31 | 0.00 | 0.00 | 0.00 |
| TOTAL: SHORT-TERM PROVISIONS | 231.53 | 189.30 | 28.77 | 16.01 |

General Notes :

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the company.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

PURPLE WAVE INFOCOM LIMITED
(Formerly known as Purple Wave Infocom Private Limited)
CIN : U72300DL2007PLC170537

NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 13. RESTATED STATEMENT OF PROPERTY, PLANT, EQUIPMENT AND TENGIBLE ASSETS : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| 1 Furniture & Fixture | | | | |
| Gross Block Opening Balance | 14.88 | 9.70 | 8.33 | 8.00 |
| Addition during the year | 0.00 | 5.18 | 1.37 | 0.33 |
| Reduction during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Gross Block Closing Balance.....A | 14.88 | 14.88 | 9.70 | 8.33 |
| Opening Accumulated Depreciation | 5.78 | 3.83 | 2.12 | 0.00 |
| Depreciation charged during the year | 1.78 | 1.96 | 1.71 | 2.12 |
| Reduction / Adj during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Accumulated Depreciation (Closing Balance).....B | 7.57 | 5.78 | 3.83 | 2.12 |
| Net Block (A-B) | 7.31 | 9.10 | 5.87 | 6.21 |
| 2 Office Equipments | | | | |
| Gross Block Opening Balance | 27.87 | 17.95 | 10.16 | 6.73 |
| Addition during the year | 8.34 | 9.92 | 7.80 | 3.43 |
| Reduction during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Gross Block Closing Balance.....A | 36.22 | 27.87 | 17.95 | 10.16 |
| Opening Accumulated Depreciation | 12.68 | 7.00 | 3.20 | 0.00 |
| Depreciation charged during the year | 6.06 | 5.68 | 3.80 | 3.20 |
| Reduction / Adj during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Accumulated Depreciation (Closing Balance).....B | 18.75 | 12.68 | 7.00 | 3.20 |
| Net Block (A-B) | 17.47 | 15.19 | 10.96 | 6.96 |
| 3 Computers | | | | |
| Gross Block Opening Balance | 20.07 | 15.77 | 6.95 | 3.84 |
| Addition during the year | 2.63 | 4.30 | 8.81 | 3.12 |
| Reduction during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Gross Block Closing Balance.....A | 22.70 | 20.07 | 15.77 | 6.95 |
| Opening Accumulated Depreciation | 13.18 | 8.27 | 2.49 | 0.00 |
| Depreciation charged during the year | 3.30 | 4.91 | 5.78 | 2.49 |
| Reduction / Adj during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Accumulated Depreciation (Closing Balance).....B | 16.48 | 13.18 | 8.27 | 2.49 |
| Net Block (A-B) | 6.22 | 6.89 | 7.50 | 4.46 |
| 4 Vehicles | | | | |
| Gross Block Opening Balance | 77.59 | 77.59 | 56.03 | 27.42 |
| Addition during the year | 54.52 | 0.00 | 21.56 | 28.61 |
| Reduction during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Gross Block Closing Balance.....A | 132.11 | 77.59 | 77.59 | 56.03 |
| Opening Accumulated Depreciation | 42.73 | 26.91 | 8.56 | 0.00 |
| Depreciation charged during the year | 13.06 | 15.82 | 18.35 | 8.56 |
| Reduction / Adj during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Accumulated Depreciation (Closing Balance).....B | 55.79 | 42.73 | 26.91 | 8.56 |
| Net Block (A-B) | 76.32 | 34.85 | 50.67 | 47.47 |
| Total Gross Block Closing Balance.....A | 205.91 | 140.41 | 121.01 | 81.47 |
| Total Opening Accumulated Depreciation | 74.38 | 46.01 | 16.37 | 0.00 |
| Total Depreciation charged during the year | 24.20 | 28.37 | 29.64 | 16.37 |
| Total Reduction / Adj during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Less :Total Accumulated Depreciation (Closing Balance).....B | 98.58 | 74.38 | 46.01 | 16.37 |
| Total Net Block (A-B) | 107.32 | 66.03 | 75.00 | 65.10 |

| Annexure No. 14. RESTATED STATEMENT OF DEFERRED TAX LIABILITIES & ASSETS (NET) : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|------------------------------|---------------------------|---------------------------|---------------------------|
| Opening Balance - Deferred Tax Assets (NET) | 24.31 | 20.68 | 17.34 | 13.53 |
| Deferred Tax Assets | | | | |
| Tax Impact of difference between Book and Income Tax WDV | 0.00 | 1.33 | 1.26 | 0.00 |
| Tax Impact of disallowed exps (Prov. For gratuity) | 0.00 | 0.00 | 0.00 | 0.00 |
| Provision for Gratuity | 1.16 | 2.30 | 2.08 | 4.24 |
| Gross Deferred Tax Assets | 1.16 | 3.63 | 3.34 | 4.24 |
| Deferred Tax Liabilities | | | | |
| Tax Impact of difference between Book and Income Tax WDV | 1.40 | 0.00 | 0.00 | 0.44 |
| Gross Deferred Tax Liabilities | 1.40 | 0.00 | 0.00 | 0.44 |
| TOTAL: DEFERRED TAX ASSETS (NET) | 24.06 | 24.31 | 20.68 | 17.34 |

Notes :

- In accordance with accounting standard 22, Accounting for taxes on Income, issued by the Institute of Chartered Accountants India, the Deferred Tax Assets (net of Liabilities) is provided in the books of account as at the end of the year.
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the company.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

| Annexure No. 15. RESTATED STATEMENT OF LONG TERM LOANS AND ADVANCES : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| Capital Advances: | | | | |
| a Secured, considered good; | 0.00 | 0.00 | 0.00 | 0.00 |
| b Unsecured, considered good; | 0.00 | 0.00 | 0.00 | 0.00 |
| c Doubtful. | 0.00 | 0.00 | 0.00 | 0.00 |
| | 0.00 | 0.00 | 0.00 | 0.00 |
| Security Deposits: | | | | |
| a Unsecured, considered good | 115.93 | 47.68 | 34.51 | 24.48 |
| Other loans and advances: | | | | |
| a Mat tax credit | 0.00 | 0.00 | 0.00 | 0.00 |
| b Other loans and advances | 0.00 | 0.00 | 0.00 | 0.00 |
| c Loans and advances to related parties | 2.80 | 2.80 | 2.80 | 2.80 |
| TOTAL: LONG-TERM LOANS AND ADVANCES | 118.73 | 50.48 | 37.31 | 27.28 |

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| Annexure No. 16. RESTATED STATEMENT OF OTHER NON CURRENT ASSETS : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| Preliminary Expense (Fees for Authorised Capital) | 2.93 | 2.58 | 2.58 | 2.58 |
| TOTAL: OTHER NON CURRENT ASSETS | 2.93 | 2.58 | 2.58 | 2.58 |

| Annexure No. 17. RESTATED STATEMENT OF INVENTORIES : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|------------------------------|---------------------------|---------------------------|---------------------------|
| - Stock in trade | 1256.82 | 823.99 | 244.99 | 279.88 |
| TOTAL: INVENTORIES | 1256.82 | 823.99 | 244.99 | 279.88 |

Notes:-

1 Finished goods are valued at lower of cost or net realisable value on FIFO method. Cost includes purchase value, freight, proportionate manufacturing expense, wages & salary to employees, duties and taxes.

| Annexure No. 18. RESTATED STATEMENT OF TRADE RECEIVABLES : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|------------------------------|---------------------------|---------------------------|---------------------------|
| UNSECURED | | | | |
| Outstanding for less than 6 months | | | | |
| (i) Undisputed trade receivable - considered good | 4574.78 | 1633.27 | 785.72 | 1804.22 |
| (ii) Undisputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Disputed trade receivable - considered good | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for 6 months to 1 year | | | | |
| (i) Undisputed trade receivable - considered good | 647.45 | 94.71 | 80.45 | 109.57 |
| (ii) Undisputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Disputed trade receivable - considered good | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for 1 to 2 years | | | | |
| (i) Undisputed trade receivable - considered good | 108.87 | 130.97 | 40.72 | 179.78 |
| (ii) Undisputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Disputed trade receivable - considered good | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for 2 to 3 years | | | | |
| (i) Undisputed trade receivable - considered good | 48.46 | 26.26 | 65.57 | 17.95 |
| (ii) Undisputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Disputed trade receivable - considered good | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| Outstanding for more than 3 years | | | | |
| (i) Undisputed trade receivable - considered good | 171.77 | 186.43 | 133.96 | 120.11 |
| (ii) Undisputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Disputed trade receivable - considered good | 0.00 | 0.00 | 0.00 | 0.00 |
| (iv) Disputed trade receivable - considered doubtful | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL: TRADE RECEIVABLES | 5551.33 | 2071.64 | 1106.42 | 2231.63 |

| Annexure No. 19. RESTATED STATEMENT OF CASH AND CASH EQUIVALENTS : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|------------------------------|---------------------------|---------------------------|---------------------------|
| 1 Balance With Banks: | | | | |
| Current Account | 150.49 | 35.74 | 208.00 | 80.46 |
| Term Deposits | 28.90 | 27.62 | 27.63 | 25.35 |
| 2 Cash on Hand | 2.58 | 3.17 | 2.30 | 2.67 |
| TOTAL: CASH AND CASH EQUIVALENTS | 181.97 | 66.53 | 237.94 | 108.48 |

Notes:-

1 As certified by the management.

| Annexure No. 20. RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCE : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---|------------------------------|---------------------------|---------------------------|---------------------------|
| Advance recoverable in cash or kind: | | | | |
| a Secured, considered good; | 0.00 | 0.00 | 0.00 | 0.00 |
| b Unsecured, considered good; | 92.15 | 31.80 | 823.00 | 0.00 |
| c Doubtful. | 0.00 | 0.00 | 0.00 | 0.00 |
| | 92.15 | 31.80 | 823.00 | 0.00 |
| Balance with government authorities: | | | | |
| Advance tax and TDS/TCS receivable | 199.76 | 196.18 | 44.73 | 27.97 |
| GST receivable | 27.19 | 11.17 | 98.77 | 64.54 |
| Other loans and advances: | | | | |
| Advance to Others | 18.11 | 3.46 | 7.21 | 7.29 |
| TOTAL: SHORT-TERM LOANS AND ADVANCES | 337.21 | 242.60 | 973.70 | 99.81 |

General Notes

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the company.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

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| Annexure No. 21. RESTATED STATEMENT OF REVENUE FROM OPERATIONS : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|--|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Sales of Products & Services | | | | |
| Export sales | 47.08 | 72.52 | 19.44 | 16.44 |
| Domestic sales | 8894.54 | 8918.22 | 6991.94 | 5612.50 |
| TOTAL: REVENUE FROM OPERATIONS | 8941.63 | 8990.74 | 7011.39 | 5628.95 |

| Annexure No. 21(A). PRODUCT WISE REVENUE BIFURCATION : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|--|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Sales of Products & Services | | | | |
| AV Intergeration | 4953.92 | 4853.03 | 4240.42 | 2962.80 |
| Direct selling and distribution of Pro AV products | 3721.52 | 3647.65 | 2282.31 | 2328.05 |
| After-sales services | 266.19 | 490.06 | 488.66 | 338.10 |
| TOTAL: REVENUE FROM OPERATIONS | 8941.63 | 8990.74 | 7011.39 | 5628.95 |

| Annexure No. 22. RESTATED STATEMENT OF OTHER BUSINESS/ OPERATING INCOME : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Interest income | 1.43 | 3.47 | 1.98 | 2.19 |
| Foreign Exchange Gain or Loss | 0.00 | 0.66 | 0.00 | 0.00 |
| Balances Written Off | -0.02 | 8.73 | 30.24 | 12.30 |
| TOTAL: OTHER INCOME | 1.41 | 12.86 | 32.22 | 14.49 |

| Annexure No. 23. RESTATED STATEMENT OF COST OF GOODS SOLD : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Materials Consumed | | | | |
| Inventory at the beginning of the year | 823.99 | 244.99 | 279.88 | 267.89 |
| Add: Purchases | 7374.07 | 7646.94 | 5238.44 | 4757.60 |
| Add: Direct expenses | 121.77 | 262.47 | 567.86 | 215.67 |
| | 8319.83 | 8154.40 | 6086.18 | 5241.17 |
| Less: Inventory at the end of the year | 1256.82 | 823.99 | 244.99 | 279.88 |
| TOTAL COST OF MATERIAL CONSUMED | 7063.01 | 7330.41 | 5841.20 | 4961.28 |

| Annexure No. 24. RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSE : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Contribution to Provident Fund & Other Fund | 11.35 | 16.96 | 16.26 | 14.97 |
| Gratuity Expenses | 4.60 | 9.13 | 8.26 | 16.84 |
| Remuneration to Directors | 77.56 | 100.50 | 300.00 | 100.00 |
| Salary and Wages | 383.86 | 346.92 | 288.76 | 209.95 |
| Staff Welfare Expenses | 27.25 | 24.19 | 45.12 | 22.08 |
| Director Sitting Fees | 1.20 | 0.00 | 0.00 | 0.00 |
| TOTAL: EMPLOYEE BENEFITS EXPENSE | 505.82 | 497.70 | 658.39 | 363.84 |

| Annexure No. 25. RESTATED STATEMENT OF FINANCE COSTS : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|--|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Interest Paid on borrowings | 97.54 | 74.47 | 108.89 | 45.89 |
| Bank charges & Processing Fees | 8.76 | 11.52 | 2.37 | 23.93 |
| TOTAL: FINANCE COSTS | 106.30 | 85.98 | 111.26 | 69.82 |

| Annexure No. 26. RESTATED STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSE : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|--|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Depreciation on Tangible assets | 24.20 | 28.37 | 29.64 | 16.37 |
| TOTAL: DEPRECIATION AND AMORTIZATION EXPS | 24.20 | 28.37 | 29.64 | 16.37 |

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| Annexure No. 27. RESTATED STATEMENT OF OTHER EXPENSES : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Other expenses | | | | |
| Advertisement expenses | 22.78 | 7.07 | 10.42 | 8.27 |
| Auditors remuneration | 3.00 | 5.00 | 4.00 | 3.00 |
| Bad Debts W/off | 18.35 | 3.24 | 0.00 | 0.00 |
| CSR Expenditure | 4.31 | 0.00 | 0.00 | 0.00 |
| Donation Expenses | 3.77 | 1.80 | 4.35 | 0.19 |
| Freight charges | 62.82 | 60.50 | 53.74 | 37.81 |
| Insurance expenses | 1.40 | 8.49 | 7.83 | 9.70 |
| Legal and professional fees | 21.04 | 2.66 | 15.40 | 1.97 |
| Software Maintenance Expense | 0.50 | 11.92 | 1.97 | 0.00 |
| MCA Fees/ Duty | 6.86 | 0.00 | 0.00 | 0.42 |
| Miscellaneous expenses | 11.95 | 10.57 | 4.27 | 2.13 |
| Office Expenses | 6.10 | 5.15 | 8.15 | 9.86 |
| Packing & Courier Charges | 0.23 | 0.15 | 8.72 | 0.18 |
| Printing & Stationery Expenses | 3.25 | 3.73 | 1.52 | 1.37 |
| Power & fuel | 9.28 | 8.01 | 7.46 | 3.40 |
| Rent Expense | 64.73 | 59.44 | 46.35 | 37.21 |
| Repair and maintenance expenses | 19.16 | 18.92 | 16.14 | 10.15 |
| Telephone & Internet Expenses | 6.08 | 7.58 | 6.00 | 5.26 |
| Traveling & conveyance | 94.03 | 116.03 | 112.40 | 55.74 |
| Web Service Expenses | 0.00 | 1.52 | 3.31 | 4.25 |
| TOTAL: OTHER EXPENSES | 359.65 | 331.77 | 312.03 | 190.91 |

Payment to Auditor includes

| | | | | |
|----------------------|------|------|------|------|
| Statutory Audit Fees | 3.00 | 4.00 | 4.00 | 3.00 |
| Other Fees | 0.00 | 1.00 | 0.00 | 0.00 |

| Annexure No. 28. RESTATED STATEMENT OF DEFERRED TAX : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Gross Deferred Tax Assets as per Annexure 14 | -1.16 | -3.63 | -3.34 | -4.24 |
| Gross Deferred tax liabilities as per Annexure 14 | 1.40 | 0.00 | 0.00 | 0.44 |
| NET DEFERRED TAX : | 0.24 | -3.63 | -3.34 | -3.80 |

| Annexure No. 29. RESTATED STATEMENT OF CONTINGENT LIABILITIES : | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Contingent liabilities in respect of: | | | | |
| 1 Claims against the company not acknowledged as debts | 0.00 | 0.00 | 0.00 | 0.00 |
| 2 Bank Gaurantee issued by bank | 0.00 | 0.00 | 0.00 | 0.00 |
| 3 Bills discounted from bank | 0.00 | 0.00 | 0.00 | 0.00 |
| 4 Letter of credit outstanding | 0.00 | 0.00 | 0.00 | 0.00 |
| NET DEFERRED TAX : | 0.00 | 0.00 | 0.00 | 0.00 |

Notes:

1 The figures disclosed above are based on the restated statement of profit & loss of the Company.

General Notes:

- The figures disclosed above are based on the restated statement of profit & loss of the Company.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

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| Annexure No. 30(A). RESTATED STATEMENT OF ACCOUNTING RATIOS : | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|------------------------------|---------------------------|---------------------------|---------------------------|
| Restated PAT as per P& L Account | 656.83 | 543.83 | 65.91 | 29.29 |
| EBITDA | 1013.14 | 830.86 | 199.76 | 112.92 |
| EBITDA Margin % | 11.33% | 9.24% | 2.85% | 2.01% |
| Profit before Interest & Tax | 990.35 | 815.35 | 202.34 | 111.04 |
| Actual No. of Equity Shares outstanding at the end of the period (Pre-Bonus) | 6,750,000.00 | 1,500,000.00 | 1,500,000.00 | 1,500,000.00 |
| Weighted Average Number of Equity Shares at the end of the Period (Post-Bonus) | 6,750,000.00 | 6,750,000.00 | 6,750,000.00 | 6,750,000.00 |
| Net Worth (Shareholders Equity) | 1475.29 | 818.46 | 274.63 | 208.73 |
| Current Assets | 7327.32 | 3204.76 | 2563.04 | 2719.80 |
| Current Liabilities | 6016.42 | 2467.76 | 2153.74 | 2077.22 |
| Total Debt: Borrowings | 1466.48 | 1103.03 | 689.72 | 800.66 |
| Earnings Available for Debt Service | 787.34 | 658.18 | 206.80 | 115.47 |
| Debt Service | 1572.79 | 1189.02 | 800.97 | 870.48 |
| Capital Employed | 2941.78 | 1921.49 | 964.35 | 1009.39 |
| | | | | |
| | | | | |
| Earnings Per Share | | | | |
| Basic EPS (Pre Bonus) | 9.73 | 36.26 | 4.39 | 1.95 |
| Basic EPS (Post Bonus) | 9.73 | 8.06 | 0.98 | 0.43 |
| | | | | |
| Return on Net Worth (%) | 44.52% | 66.45% | 24.00% | 14.03% |
| | | | | |
| Net Asset Value Per Share | | | | |
| Pre Bonus | 21.86 | 54.56 | 18.31 | 13.92 |
| Post Bonus | 21.86 | 12.13 | 4.07 | 3.09 |
| | | | | |
| Current Ratio | 1.22 | 1.30 | 1.19 | 1.31 |
| Debt-Equity Ratio | 0.99 | 1.35 | 2.51 | 3.84 |
| Debt-Service Coverage Ratio | 0.50 | 0.55 | 0.26 | 0.13 |
| Return on Capital employed (ROCE) | 33.67% | 42.43% | 20.98% | 11.00% |
| Net Profit Ratio | 7.35% | 6.05% | 0.94% | 0.52% |
| Nominal Value per Equity share(Rs.) | 10.00 | 10.00 | 10.00 | 10.00 |

* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same. Company issued 1471000 Bonus shares on 25.03.2022 and 5250000 Bonus shares on 09.10.2024

Notes :

- 1) The ratios have been calculated as below:
 - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
 - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
 - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
 - d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.
- 2) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
- 3) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
- 5) The figures disclosed above are based on the Restated Financial Statements of the Company.
- 4) Current Ratio = Current assets/Current liabilities of the period ended of the company
- 5) Debt Equity Ratio = (Long-Term Debt+Short-Term Debt) / Shareholders Equity
- 6) Debt Service Coverage Ratio = Earning available for Debt Service / Debt Service
- 7) Return on Capital employed (ROCE) = Profit before interest and tax /(Networth+ Total Debt)
- 8) Net Profit Ratio = Profit After Tax / Revenue from Operation
- 9) EBITDA = Earning Before Tax + Finance Cost + Depreciation - Other Income

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| Annexure No. 30(B). RESTATED STATEMENT OF ACCOUNTING RATIOS : | | | | | |
|---|---|---|------------------------------|------------------------------|------------------------------|
| Sr. No. | Ratios | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
| 1 | Current Assets | 7327.32 | 3204.76 | 2563.04 | 2719.80 |
| | Current Liabilities | 6016.42 | 2467.76 | 2153.74 | 2077.22 |
| | Current Ratio | 1.22 | 1.30 | 1.19 | 1.31 |
| | Variation | -6.22% | 9.13% | -9.11% | - |
| | Reason | Since the variance in the ratio is less than 25%, reasons for change is not given. | | | |
| 2 | Total Debt: Borrowings | 1466.48 | 1103.03 | 689.72 | 800.66 |
| | Equity | 1475.29 | 818.46 | 274.63 | 208.73 |
| | Debt-Equity Ratio | 0.99 | 1.35 | 2.51 | 3.84 |
| | Variance | -26.24% | -46.34% | -34.53% | - |
| | Reason | The reason of decreasing debt-equity ratio year on year basis is due to increase in company's equity (through retained earnings) | | | |
| 3 | Earnings Available for Debt Service | 787.34 | 658.18 | 206.80 | 115.47 |
| | Debt Service | 1572.79 | 1189.02 | 800.97 | 870.48 |
| | Debt Service Coverage Ratio | 0.50 | 0.55 | 0.26 | 0.13 |
| | Variance | -9.57% | 114.40% | 94.63% | - |
| | Reason | The Operating income has been increasing year on year but the Debt has been increased significantly in FY 2024, thus the drastic change in ratio in FY 2024 is justified. Further during period ended 31st December 2024, the variance is less than 25%, hence reasons for change is not given. | | | |
| 4 | Net Profit After taxes | 656.83 | 543.83 | 65.91 | 29.29 |
| | Average Shareholders Equity | 1146.88 | 546.55 | 241.68 | 195.18 |
| | Return on Equity (ROE)* | 57.27% | 99.50% | 27.27% | 15.00% |
| | Variance | -42.44% | 264.88% | 81.74% | - |
| | Reason | This ratio is increasing during FY 2023 and FY 2024 due to comparative higher increase in Net profits as against the increase in Equity of the company. Further during period ended 31st December 2024, the variance is less than 25%, if the Net profit figures are annualised. | | | |
| 5 | Sales | 8941.63 | 8990.74 | 7011.39 | 5628.95 |
| | Average Inventory | 1040.40 | 534.49 | 262.43 | 273.89 |
| | Inventory Turnover Ratio* | 8.59 | 16.82 | 26.72 | 20.55 |
| | Variance | -48.91% | -37.04% | 30.00% | - |
| | Reason | The ratio is increasing in FY 2023 due to lower inventory holding level compared to Sales of the year. In FY 2024 and period ended 31st December 2024, as the company has increased the inventory holding level, the ratio is showing decreasing trend. | | | |
| 6 | Net Sales | 8941.63 | 8990.74 | 7011.39 | 5628.95 |
| | Average Accounts Receivable | 3811.48 | 1589.03 | 1669.02 | 1431.53 |
| | Trade Receivables Turnover Ratio | 2.35 | 5.66 | 4.20 | 3.93 |
| | Variation | -58.54% | 34.69% | 6.83% | - |
| | Reason | This ratio is increased Year on Year due to higher sales. Further the same has been decreased during period ended 31st December 2024 due to increase in debtor credit period | | | |
| 7 | Net Purchases | 7374.07 | 7646.94 | 5238.44 | 4757.60 |
| | Average Accounts Payables | 2612.34 | 873.82 | 1093.15 | 913.88 |
| | Trade Payables Turnover Ratio | 2.82 | 8.75 | 4.79 | 5.21 |
| | Variation | -67.74% | 82.62% | -7.95% | - |
| | Reason | This ratio is increased in the FY 2024 due to higher purchases and payment to creditors in less credit period. Further the same has been decreased in current period 31st December 2024 due to increase in creditor credit period. | | | |

| | | | | | |
|----|--|--|---------------|---------------|---------------|
| 8 | Revenue | 8941.63 | 8990.74 | 7011.39 | 5628.95 |
| | Average Working capital | 975.04 | 635.96 | 534.93 | 660.56 |
| | Net Capital Turnover Ratio | 9.17 | 14.14 | 13.11 | 8.52 |
| | Variation | -35.13% | 7.86% | 53.81% | - |
| | Reason | The ratio is increased year on year mainly due to continuous increase in revenue of the company. | | | |
| 9 | Profit After Tax | 656.83 | 543.83 | 65.91 | 29.29 |
| | Revenue | 8941.63 | 8990.74 | 7011.39 | 5628.95 |
| | Net Profit Ratio | 7.35% | 6.05% | 0.94% | 0.52% |
| | Variation | 21.44% | 543.49% | 80.67% | - |
| | Reason | The ratio is increased Year on Year mainly due to higher profitability and a significant increase in net profit compared to sales. | | | |
| 10 | Profit before interest and tax | 990.35 | 815.35 | 202.34 | 111.04 |
| | Capital Employed | 2941.78 | 1921.49 | 964.35 | 1009.39 |
| | Return on Capital employed (ROCE) | 33.67% | 42.43% | 20.98% | 11.00% |
| | Variation | -20.66% | 102.23% | 90.74% | - |
| | Reason | This ratio is increasing during FY 2023 and FY 2024 due to higher increase in PBIT as against the capital employed of the company. | | | |
| 11 | Return on investment | Not Applicable as Company does not have any investment | | | |

The definitions of ratio / formulas used for actual computation are as follows:

- 1 Current Ratio = Current Assets/Current Liabilities
- 2 Debt Equity Ratio = (Long-Term Debt+Short-Term Debt) / Shareholders Equity
- 3 Debt Service Coverage Ratio = Earning available for Debt Service / Debt Service
- 4 Return on Equity (ROE) = Net Profit after taxes / Average Shareholders Equity
- 5 Inventory Turnover Ratio = Cost of goods sold / Average Inventory
- 6 Trade Receivables Turnover Ratio = Revenue from Operation / Average account receivable
- 7 Trade Payables Turnover Ratio = Cost of Material Consumed/ Average Trade Payables
- 8 Net Capital Turnover Ratio = Revenue from Operations /Average Working capital
- 9 Net Profit Ratio = Profit After Tax / Revenue from Operation
- 10 Return on Capital employed (ROCE) = Profit before interest and tax /(Networth+ Total Debt)

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NOTES TO RESTATED FINANCIAL STATEMENT

Annexure No. 31. RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS :

(a) Directors:

| | |
|-----------------------|---------------------|
| Ms. Ananya Singh | Executive Director |
| Mr. Manoj Kumar Singh | Managing Director |
| Ms. Sandhya Singh | Whole-time Director |

(b) Key Managerial Personnel (KMP):

| | |
|-----------------------------|-------------------|
| Mr. Aafaqu Ahmad | CFO |
| Mr. Shaurya Jitendra Somani | CEO |
| Ms. Shivani Gupta | Company Secretary |

(c) Companies over which Directors have significant influence or control:

| |
|---------------------------------------|
| M/s. Durga Saptashati Foundation |
| M/s. PurpleWave India Private Limited |

(d) Details of related party transactions during the year:

Rs. In Lakhs

| Name | Relation | Nature Of Transaction | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|---------------------------------------|------------------------|-------------------------------------|------------------------------|---------------------------|---------------------------|---------------------------|
| Ms. Sandhya Singh | Director | Director's Remuneration | 26.65 | 40.00 | 150.00 | 36.00 |
| | | Advance Remuneration | 6.00 | 0.00 | 0.00 | 0.00 |
| | | Opening Balance - USL A/c | 0.00 | 0.00 | 0.00 | 25.00 |
| | | Loan Received | 0.00 | 85.00 | 0.00 | 50.00 |
| | | Loan Repaid / Adjusted | 0.00 | 85.00 | 0.00 | 75.00 |
| | | Closing Balance - USL A/c | 0.00 | 0.00 | 0.00 | 0.00 |
| Mr. Manojkumar Singh | Director | Director's Remuneration | 48.40 | 60.50 | 150.00 | 64.00 |
| | | Advance Remuneration | 6.00 | 0.00 | 0.00 | 0.00 |
| | | Opening Balance Loan A/c | 0.00 | 0.00 | 0.00 | 0.00 |
| | | Loan Received | 115.00 | 500.00 | 0.00 | 0.00 |
| | | Loan Repaid / Adjusted | 115.00 | 500.00 | 0.00 | 0.00 |
| | | Closing Balance - USL A/c | 0.00 | 0.00 | 0.00 | 0.00 |
| Ms. Ananya Singh | Director | Director's Remuneration | 2.50 | 0.00 | 0.00 | 0.00 |
| M/s. Durga Saptashati Foundation | Director's entity | Sales | 0.00 | 0.00 | 0.00 | 0.09 |
| | | Opening Balance - Loans & Advances | 2.80 | 2.80 | 2.80 | 0.00 |
| | | Loan Given | 0.00 | 0.00 | 0.00 | 2.80 |
| | | Loan Repaid / Adjusted | 0.00 | 0.00 | 0.00 | 0.00 |
| | | Closing Balance - Loans & Advances | 2.80 | 2.80 | 2.80 | 2.80 |
| M/s. PurpleWave India Private Limited | Promoter Group Company | Opening Balance Debtors (Creditors) | 108.85 | -3.19 | -3.90 | -5.72 |
| | | Sales | 0.93 | 119.15 | 0.00 | 7.18 |
| | | Purchase | 30.71 | 25.00 | 67.00 | 0.00 |
| | | Closing Balance Debtors (Creditors) | 39.81 | 108.85 | -3.19 | -3.90 |
| Mr. Aafaqu Ahmad | CFO | Salary | 9.29 | 8.33 | 0.00 | 0.00 |
| Ms. Shivani Gupta | CS | Salary | 2.14 | 0.00 | 0.00 | 0.00 |
| Mr. Shaurya Jitendra Somani | CEO | Salary | 27.00 | 9.00 | 0.00 | 0.00 |

* The property owned by Directors (Ms. Sandhya Singh and Mr. Manojkumar Singh) located at Enigma Indiabulls, Pent House No I-131, 13th Floor, Block-R, New Pallam Vihar-I, Sector 110, Pawal Khasrapur, Dwarka Express Way, Gurgaon, Haryana – 122017, given as collateral security for the Overdraft (OD) facility with Canara Bank.

* 1471000 Bonus shares were issued in the ratio of existing holdings of shareholders on 25/03/2022

| Name | No. of Bonus shares allotted |
|----------------------|------------------------------|
| Mr. Manojkumar Singh | 1386443 |
| Ms. Sandhya Singh | 84557 |

* 5250000 Bonus shares were issued in the ratio of 3.5:1 on 09/10/2024.

| Name | No. of Bonus shares allotted |
|----------------------|------------------------------|
| Mr. Manojkumar Singh | 4948174 |
| Ms. Sandhya Singh | 301784 |
| Ms. Ananya Singh | 7 |

- The figures disclosed above are based on the restated statement of assets and liabilities of the Company.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.
- List Company/entity owned or significantly influenced by directors, Key Management Personnels and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

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NOTES TO RESTATED FINANCIAL STATEMENT

Annexure No. 32. RESTATED STATEMENT OF SEGMENT REPORTING :

Segment-wise reporting is not applicable since the company operates in only one segment i.e. Audio Visual solutions

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NOTES TO RESTATED FINANCIAL STATEMENT

| Annexure No. 33. RESTATED STATEMENT OF CAPITALIZATION : | | Rs. In Lakhs |
|--|-------------------|------------------------------------|
| Particulars | Pre-Issue figures | As Adjusted for the proposed issue |
| Debt | | |
| Short Term Debt | 1415.97 | (*) |
| Long Term Debt | 50.52 | (*) |
| Total Debt | 1466.48 | (*) |
| Shareholder's Funds | | |
| Share Capital | 675.00 | (*) |
| Reserve and Surplus-As Restated | 800.29 | (*) |
| Total Shareholder's Fund | 1475.29 | (*) |
| Long Term Debt/Shareholder's Fund | 0.03 | (*) |
| Total Debt/Shareholder's Fund | 0.99 | (*) |

Notes:

- (1) Short term Debts represent the debts which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
- (2) Long term Debts represent debts other than Short term Debts as defined above.
- (3) The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at December 31, 2024.
- (4) The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 34. RESTATED STATEMENT OF TAX SHELTER : | | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|---|------------------------------|---------------------------|---------------------------|---------------------------|
| A | Profit before taxes as restated | 884.05 | 729.36 | 91.09 | 41.22 |
| B | Normal Corporate Tax Rate (%) | 25.17% | 25.17% | 25.17% | 25.17% |
| C | MAT Rate (%) | 0.00% | 0.00% | 0.00% | 0.00% |
| | Adjustments: | | | | |
| D | Permanent Differences | | | | |
| | Expenses Disallowed under the Income Tax Act, 1961 | 14.98 | 6.03 | 4.60 | 6.00 |
| | Donation Disallowed | 3.77 | 1.80 | 4.35 | 0.19 |
| | Interest on Income Tax | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total Permanent Differences | 18.75 | 7.83 | 8.95 | 6.20 |
| E | Income Considered Separately | 0.00 | 0.00 | 0.00 | 0.00 |
| F | Timing Difference | | | | |
| | Depreciation as per Books | 24.20 | 28.37 | 29.64 | 16.37 |
| | Depreciation as per Income Tax | 29.76 | 23.09 | 24.63 | 18.10 |
| | Gratuity | 4.60 | 9.13 | 8.26 | 16.84 |
| | Total Timing Differences | -0.96 | 14.41 | 13.27 | 15.11 |
| G | Net Adjustment (D+E+F) | 17.79 | 22.24 | 22.22 | 21.31 |
| H | Tax Expenses / (Saving) thereon (G x B) | 4.48 | 5.60 | 5.59 | 5.36 |
| I | Income from other sources | 0.00 | 0.00 | 0.00 | 0.00 |
| J | Exempt Income | 0.00 | 0.00 | 0.00 | 0.00 |
| K | Income / (Loss) (A+G+I-J) | 901.84 | 751.60 | 113.30 | 62.53 |
| L | Brought Forward Loss Set off | | | | |
| | - Ordinary Business Loss | 0.00 | 0.00 | 0.00 | 0.00 |
| | - Long Term Capital Loss | 0.00 | 0.00 | 0.00 | 0.00 |
| | - Unabsorbed Depreciation | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total (L) | 0.00 | 0.00 | 0.00 | 0.00 |
| M | Allowable Deduction under the Income Tax Act | 0.00 | 0.00 | 0.00 | 0.00 |
| N | Profit/(Loss) as per Income tax (K-L) | 901.84 | 751.60 | 113.30 | 62.53 |
| O | Tax as per Normal Provision | 226.98 | 189.16 | 28.52 | 15.74 |
| P | MAT Credit Utilized | 0.00 | 0.00 | 0.00 | 0.00 |
| Q | Tax Liability, After Considering the effect of MAT Credit (O-P) | 226.98 | 189.16 | 28.52 | 15.74 |
| R | Book Profit as per MAT | 884.05 | 729.36 | 91.09 | 41.22 |
| S | Tax liability as per MAT (R x C) | 0.00 | 0.00 | 0.00 | 0.00 |
| | Current tax being higher of "O" or "S" | 226.98 | 189.16 | 28.52 | 15.74 |
| | Loss to be carried forward | 0.00 | 0.00 | 0.00 | 0.00 |
| | MAT credit entitlement | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total Tax as per Return of Income (Before interest under section 234A, B and C of the Income Tax Act, 1961) | (Note-3) | 189.16 | 28.77 | 15.94 |
| T | Tax paid as per "MAT" or "Normal Provision" | Normal Provision | Normal Provision | Normal Provision | Normal Provision |

Notes:-

- The aforesaid statement of tax shelters has been prepared as per the restated statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return of the respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc. has been adjusted in the tax liability of the year to which the liability pertains.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.
- As the Income Tax return can not be filed by the Company for the stub period ended December 31, 2024, the actual tax payment by the company can not be determined.

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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| I. Restated Statement of Employee Benefits in respect of Gratuity | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|---|--|--------------------------------------|--------------------------------------|--------------------------------------|
| 1. Present value of obligations as at the beginning of the year | 34.23 | 25.10 | 16.84 | 0.00 |
| Interest Cost | 1.83 | 1.87 | 1.23 | 0.00 |
| Current Service Cost | 4.04 | 4.21 | 3.05 | 16.84 |
| Past Service Cost | -2.29 | 0.00 | 0.00 | 0.00 |
| Benefits Paid | 0.00 | 0.00 | 0.00 | 0.00 |
| Actuarial (gain) / loss on obligations | 1.01 | 3.05 | 3.98 | 0.00 |
| Present value of obligations as at end of year | 38.83 | 34.23 | 25.10 | 16.84 |
| 2. Fair Value of plan assets at beginning of year | 0.00 | 0.00 | 0.00 | 0.00 |
| Expected return of plan assets | - | - | - | - |
| Contributions | 0.00 | 0.00 | 0.00 | 0.00 |
| Benefits Paid | 0.00 | 0.00 | 0.00 | 0.00 |
| Actuarial (gain) / loss on Plan assets | 0.00 | 0.00 | 0.00 | 0.00 |
| Fair Value of plan assets at the end of year | 0.00 | 0.00 | 0.00 | 0.00 |
| 3. Present value of obligations as at end of year | 38.83 | 34.23 | 25.10 | 16.84 |
| Fair value of plan assets as at the end of the year | 0.00 | 0.00 | 0.00 | 0.00 |
| Funded status | -38.83 | -34.23 | -25.10 | -16.84 |
| Net (asset) /liability | 38.83 | 34.23 | 25.10 | 16.84 |
| 4. Current Service Cost | 4.04 | 4.21 | 3.05 | 16.84 |
| Interest Cost | 1.83 | 1.87 | 1.23 | 0.00 |
| Past Service Cost | -2.29 | 0.00 | 0.00 | 0.00 |
| Expected return of plan assets | 0.00 | 0.00 | 0.00 | 0.00 |
| Net Actuarial (gain) / loss recognized in the year | 1.01 | 3.05 | 3.98 | 0.00 |
| Expenses Recognized in statement of Profit t and loss | 4.60 | 9.13 | 8.26 | 16.84 |
| Discount Rate | 7.00% | 7.20% | 7.50% | 7.35% |
| Salary Escalation | 5.00% | 5.00% | 5.00% | 5.00% |

(Source: Based on Valuation report Mr. Jenil Shah (Fellow Member of Institute of Actuaries of India -5568))

| II. Restated Statement of Earnings per Share | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|--|--|--------------------------------------|--------------------------------------|--------------------------------------|
| Before Exceptional Items | | | | |
| 1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs) | 656.83 | 543.83 | 65.91 | 29.29 |
| 2. Weighted Average number of equity shares used as denominator for calculating EPS | 6750000 | 6750000 | 6750000 | 6750000 |
| 3. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share) | 9.73 | 8.06 | 0.98 | 0.43 |

| Particulars | No of shares | No of days | 31/12/2024 |
|-------------------------------------|--------------|------------|-------------------|
| No of shares as on 01.04.2024 | 1500000.00 | 365.00 | 1500000.00 |
| Bonus issued on 09.10.2024 | 5250000.00 | 0.00 | 5250000.00 |
| Weighted Average no of share | | | 6750000.00 |

| Particulars | No of shares | No of days | 2021-22 |
|-------------------------------------|--------------|------------|-------------------|
| No of shares as on 01.04.2021 | 29000.00 | 365.00 | 29000.00 |
| Bonus issued on 25.03.2022 | 1471000.00 | 0.00 | 1471000.00 |
| Weighted Average no of share | | | 1500000.00 |

| Particulars | 2023-24 | 2022-23 | 2021-22 |
|-------------------------------------|----------------|----------------|----------------|
| No of share outstanding | 1500000 | 1500000 | 1500000 |
| Bonus Factor | 3.50 | 3.50 | 3.50 |
| Bonus Shares | 5250000 | 5250000 | 5250000 |
| Weighted Average no of share | 6750000 | 6750000 | 6750000 |

| III. Restated Statement of CSR | For the Period ended December 31, 2024 | For the Year Ended March 31, 2024 | For the Year Ended March 31, 2023 | For the Year Ended March 31, 2022 |
|--|--|-----------------------------------|-----------------------------------|-----------------------------------|
| 1. Amount Required to be spent during the year | 4.31 | NA | NA | NA |
| 2. Amount Spent | 0.00 | NA | NA | NA |
| 3. Amount to be spent on year end* | 4.31 | NA | NA | NA |
| 4. Reasons for Unspent | Amount to be utilized on year end. | NA | NA | NA |
| 5. Nature of CSR Activities | Relief of poverty | NA | NA | NA |

*The total amount allocated for CSR expenditure is ₹580,000, out of which ₹431,349.75 was provisioned for the stub period and was duly spent on 28th March 2025.

IV. Restated Additional regulatory information

- The Company does not have any investment in property.
- The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets.
- There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding as on December 31, 2024, March 31, 2024, 31 March 2023, March 31, 2022:
 - repayable on demand; or,
 - without specifying any terms or period of repayment.
- The company is not declared wilful defaulter by any bank or financial institution or other lender.
- The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- Based on our examination of books of accounts, the company has made necessary provision for liability toward corporate social responsibility in accordance with section 135 of the companies act.

V. Material Regrouping

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

VI. Segment Reporting

Segment-wise reporting is not applicable since the company operates in only one segment.

Based on the guiding principles given in AS 17 on 'Segment Reporting', the Company's business activity falls within a single operating segment, namely Audio Visual Solution. Accordingly, the disclosure requirements of AS 17 are not applicable.

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Financial Statements, are given below:

(₹ in Lakhs)

| Particulars | As At 31st December, 2024 | As At 31st March, 2024 | As At 31st March, 2023 | As At 31st March, 2022 |
|--|------------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Restated PAT as per P& L Account | 656.83 | 543.83 | 65.91 | 29.29 |
| EBITDA | 1,013.14 | 830.86 | 199.76 | 112.92 |
| EBITDA Margin % | 11.33% | 9.24% | 2.85% | 2.01% |
| Profit before Interest & Tax | 990.35 | 815.35 | 202.34 | 111.04 |
| Actual No. of Equity Shares outstanding at the end of the period (Pre-Bonus) | 67,50,000 | 15,00,000 | 15,00,000 | 15,00,000 |
| Weighted Average Number of Equity Shares at the end of the Period (Post-Bonus) | 67,50,000 | 67,50,000 | 67,50,000 | 67,50,000 |
| Net Worth (Shareholders Equity) | 1,475.29 | 818.46 | 274.63 | 208.73 |
| Current Assets | 7,327.32 | 3,204.76 | 2,563.04 | 2,719.80 |
| Current Liabilities | 6,016.42 | 2,467.76 | 2,153.74 | 2,077.22 |
| Total Debt: Borrowings | 1,466.48 | 1,103.03 | 689.72 | 800.66 |
| Earnings Available for Debt Service | 787.34 | 658.18 | 206.80 | 115.47 |
| Debt Service | 1,572.79 | 1,189.02 | 800.97 | 870.48 |
| Capital Employed | 2,941.78 | 1,921.49 | 964.35 | 1,009.39 |
| | | | | |
| Earnings Per Share | | | | |
| Basic EPS (Pre Bonus) | 9.73 | 36.26 | 4.39 | 1.95 |
| Basic EPS (Post Bonus) | 9.73 | 8.06 | 0.98 | 0.43 |
| | | | | |
| Return on Net Worth (%) | 44.52% | 66.45% | 24.00% | 14.03% |
| | | | | |
| Net Asset Value Per Share | | | | |
| Pre Bonus | 21.86 | 54.56 | 18.31 | 13.92 |
| Post Bonus | 21.86 | 12.13 | 4.07 | 3.09 |
| | | | | |
| Current Ratio | 1.22 | 1.30 | 1.19 | 1.31 |
| Debt-Equity Ratio | 0.99 | 1.35 | 2.51 | 3.84 |
| Debt-Service Coverage Ratio | 0.50 | 0.55 | 0.26 | 0.13 |
| Return on Capital employed (ROCE) | 33.67% | 42.43% | 20.98% | 11.00% |
| Net Profit Ratio | 7.35% | 6.05% | 0.94% | 0.52% |
| Nominal Value per Equity share (Rs.) | 10.00 | 10.00 | 10.00 | 10.00 |

* The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same. Company issued 14,71,000 Bonus shares on 25.03.2022 and 52,50,000 Bonus shares on 09.10.2024.

Notes:

1) The ratios have been calculated as below:

- a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
- b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
- c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

- d) *Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.*
- 2) *Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.*
 - 3) *Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss).*
 - 4) *The figures disclosed above are based on the Restated Financial Statements of the Company.*
 - 5) *Current Ratio = Current assets/Current liabilities of the period ended of the company.*
 - 6) *Debt Equity Ratio = (Long-Term Debt+Short-Term Debt) / Shareholders Equity.*
 - 7) *Debt Service Coverage Ratio = Earning available for Debt Service / Debt Service.*
 - 8) *Return on Capital employed (ROCE) = Profit before interest and tax / (Net worth+ Total Debt).*
 - 9) *Net Profit Ratio = Profit After Tax / Revenue from Operation.*
 - 10) *EBITDA = Earning Before Tax + Finance Cost + Depreciation - Other Income.*

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of December 31, 2024, derived from our Restated Financial Information:

(₹ in Lakhs)

| Particulars | Pre-Issue | Post Issue* |
|--|-------------------|-------------|
| | December 31, 2024 | |
| Debt: | | |
| Short Term Debt | 1,415.97 | [●] |
| Long Term Debt | 50.52 | [●] |
| Total Debt | 1,466.48 | [●] |
| | | |
| Shareholders' Funds | | |
| Equity Share Capital | 675.00 | [●] |
| Reserves and Surplus | 800.29 | [●] |
| Total Shareholders' Funds | 1,475.29 | [●] |
| | | |
| Long Term Debt/ Shareholders' Funds | 0.03 | [●] |
| Total Debt / Shareholders Fund | 0.99 | [●] |
| * Assuming Full Allotment of IPO shares | | |

Notes:

- (1) Short term Debts represent the debts which are expected to be paid/payable within 12 months and includes instalment of term loans repayable within 12 months.
- (2) Long term Debts represent debts other than short term debts as defined above.
- (3) The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at December 31, 2024.
- (4) The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on December 31, 2024:

| Nature of Borrowing | Amount (₹ in Lakhs) |
|---------------------------------|---------------------|
| Secured Borrowings | |
| Fund Based | |
| From banks | 1,451.92 |
| From NBFC's | 0.00 |
| Total Fund based – (a) | 1,451.92 |
| Non-Fund Based | |
| Letter of Credit | 0.00 |
| Bank Guarantee | 0.00 |
| Non-Fund based total (b) | 0.00 |
| Unsecured Borrowings | |
| Fund Based | |
| From Banks | 8.81 |
| From NBFC's & Corporates | 5.75 |
| From Directors and relatives | 0.00 |
| Total Fund based (c) | 14.56 |
| Non-Fund Based (d) | |
| Total (a + b + c + d) | 1,466.48 |

Details of Secured Borrowings:

(Rs. in lakhs)

| Name of Lender | Purpose | Sanction month / year | Sanctioned Amount | Rate of Interest p.a. | Re-Payment Schedule | Outstanding amount as on Dec 31, 2024 (as per Books) |
|----------------------|--------------------------------|-----------------------|-------------------|--------------------------------------|---|--|
| Canara Bank (Note-1) | CC limit | Dec 2024 | 1,500.00 | RLLR (9.25% p.a.) + 0.95% p.a. | Renewal at 12 months from date of sanction 13.12.2024 | 1,377.94 |
| HDFC Bank Ltd | Vehicle Loan (Tata Safari car) | May 2022 | 23.33 | 7.00% | Repayable in 60 Months | 11.92 |
| Canara Bank | Vehicle Loan (Fortuner car) | Sep 2024 | 43.00 | 9.55% | Repayable in 84 Months | 41.90 |
| HDFC Bank Ltd | Vehicle Loan (Thar car) | Nov 2022 | 15.75 | 9.00% | Repayable in 60 Months | 9.78 |
| HDFC Bank Ltd | Vehicle Loan (BMW car) | Sep 2018 | 42.93 | 11.00% | Repayable in 93 Months | 10.38 |
| Total | - | | 1,625.01 | - | - | 1,451.92 |

Note 1: Canara Bank Loan

Prime Security – exclusive hypothecation of stock and book debts

Collateral Security- (a) Equitable Mortgage on Residential property at Flat no 1-131, 13th & 14th Floor(Pent House), Tower 1, Indiabulls Enigma, Sector-110, Dwarka Express Highway, Gurgaon, Haryana - 122017 (b) Equitable

mortgage on residential property at Flat No 901, 9th floor, Tower C3, Avalon Garden, Bhiwandi, Rajasthan - 301019
(c) Personal Guarantees of Mrs. Sandhya Singh, Miss. Ananya Singh, Mr. Manoj Kumar Singh.

Following are the additional conditions attached (Negative covenants) with the loan:

During the currency of Bank's credit facilities, the firm company shall not, without the prior approval of the Bank in writing:

- Effect any changes in the capital structure, arrangement, organizational set up or declare dividend.
- Invest by way of share capital in/or loan or advance funds to or place deposits with any other concern. Normal trade credits or security deposits in the usual course of business or advance, credits etc. are however not covered by these covenants.
- Enter into borrowing arrangement either secured or unsecured with any other Bank/FIs, Companies or otherwise.
- Undertake any guarantee obligation, And
- Make any drastic change in their management set up.
- For formulation of any scheme of amalgamation/merger/acquisition/ reconstruction.

Note 2: For all Vehicle Loans

Vehicle purchased from Loan is hypothecated with the Bank.

Details of Unsecured Borrowings:

(Rs. in lakhs)

| Name of Lender | Purpose | Sanction month /year | Sanctioned Amount | Rate of Interest | Repayment Schedule | Outstanding amount as on (as per Books) |
|---------------------------------------|--------------------------------|----------------------|-------------------|------------------|------------------------|---|
| | | | | | | Dec 31, 2024 |
| Deutsche Bank | DB Business Loan | Jan 2022 | 50.00 | 16.00% | Repayable in 36 Months | 3.57 |
| Yes Bank Ltd | Business Loan | Feb 2022 | 50.00 | 14.50% | Repayable in 36 Months | 1.70 |
| Indusind Bank | Business Loan | Jan 2022 | 45.00 | 15.75% | Repayable in 36 Months | 1.54 |
| HDFC Bank Ltd | Business Loan | Feb 2022 | 60.00 | 13.00% | Repayable in 36 Months | 2.00 |
| TATA Capital Finance Services Limited | Business Loan | Feb 2022 | 50.24 | 16.00% | Repayable in 36 Months | 1.74 |
| Bajaj Finserv | Personal & Small Business Loan | Feb 2022 | 40.06 | 15.50% | Repayable in 36 Months | 1.26 |
| SMC Finance | Business Loan | Jan 2022 | 50.22 | 15.00% | Repayable in 36 Months | 1.72 |
| Fedbank Financial Services Limited | Business Loan | Feb 2022 | 30.00 | 15.00% | Repayable in 36 Months | 1.03 |
| Total | - | | 375.52 | - | - | 14.56 |

Note: No Collateral security pledged in Unsecured loans.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the period ended December 31, 2024, Fiscal Year 2024, Fiscal Year 2023 and Fiscal Year 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 188 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 30, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Purple Wave Infocom Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the period ended December 31, 2024, Fiscal Year 2024, Fiscal Year 2023 and Fiscal Year 2022 included in this Draft Red Herring Prospectus beginning on page 188.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

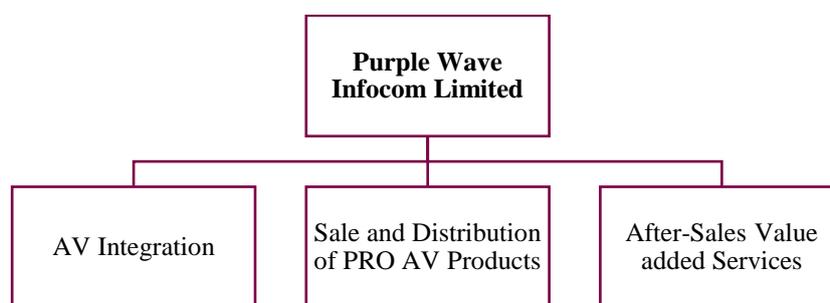
Established in 2007, our company is engaged in the business of digital PRO AV (professional audio-video) integration, post-sales support and distribution. Audio video (AV) integration involves the combination of audio, video, and control systems into a unified solution. We provide end-to-end customised digital PRO AV and automation solutions which includes designs, integration, management & on site support including cloud-based communication and automation solution for organizations across the country and in overseas market. Our technological solutions re-define communication, connectivity and creative synergy. We excel in designing and implementing customized AV solutions for corporate boardroom, organised retail digital branding, indoor & outdoor advertising, smart classroom, government projects, place of worship, home theatre, experience centre and other industries. We also offer value added services such as content management service – in Software as a service (SaaS) model, a cloud-based tool that helps users create, store, edit and publish digital content on their screens. We are offering live streaming and content management services through "Streampurple".

In addition to integration, our Company is also engaged in direct selling and distribution of PRO AV products including but not limited to active LED screens (indoor/outdoor), professional display screens (touch / non-touch screens), digital signage screens, electronics shelf labels (ESL), digital podium, video conferencing cameras, processors, media players, speakers, mics, amplifiers, unified communication (UC) devices, hearing assistive device, mounts, cables and accessories.

We are also offering after-sales value added services includes annual maintenance contract (AMC) for technical support, repair & maintenance services of AV infrastructure to ensure optimal product performance and customer satisfaction.

Our customised AV solutions enable individuals and organizations to communicate, collaborate and present information more effectively and efficiently. We cater to the specialised needs of corporates and individuals' clients by providing PRO AV and automation solutions designed to meet individual preferences and diverse user requirements. Our PRO AV solution helps in aiding the digital transformation across the sectors such as advertising technology (AdTech), education technology (EdTech), unified communication (UC) and AV entertainment & automation.

We can classify our business in following verticals:



Our Revenue bifurcations as per our business verticals are as follows:

(₹ in Lakhs)

| Particulars | For the period ended | | For the Year ended | | | | | |
|--|----------------------|---------------|--------------------|---------------|-----------------|---------------|-----------------|---------------|
| | December 31, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| AV integration | 4,953.92 | 55.40 | 4,853.03 | 53.98 | 4,240.42 | 60.48 | 2,962.80 | 52.64 |
| Direct selling and distribution of Pro AV products | 3,721.52 | 41.62 | 3,647.65 | 40.57 | 2,282.31 | 32.55 | 2,328.05 | 41.36 |
| After-sales value added services | 266.19 | 2.98 | 490.06 | 5.45 | 488.66 | 6.97 | 338.10 | 6.01 |
| Total | 8,941.63 | 100.00 | 8,990.74 | 100.00 | 7,011.39 | 100.00 | 5,628.95 | 100.00 |

*As certified by Statutory Auditor of our Company, by way of their certificate dated May 21, 2025.

We primarily secure our corporates and governments integration contracts through a competitive tender bidding process. Our pricing strategy is carefully tailored to each project's unique requirements, taking into account factors such as engineering skills required for the project, estimated project duration, and the specific products and manpower needed for successful project execution.

Our business is driven by an experienced sales and technical team that ensures proficient handling of all aspects, from installation and connectivity to programming and after-sales services. We also maintain sourcing arrangements from our identified vendor to supply projectors, screens, LED displays, automation controllers, cables, and more, ensuring comprehensive solutions for our customers. Currently, we sell our products and provide our solutions across India. We also provide automation solutions and supply our products to countries such as Singapore Maldives, Qatar and Bangladesh. We are operating our business from our registered office in Delhi and 2 branch offices situated in Bengaluru and Assam. Furthermore, we have warehouses situated at Delhi, Manesar and Bhiwandi and a service centre situated at Delhi. For further details, please refer the "Properties" as mentioned in the section titled "Our Business" on page 149.

Our company is certified with ISO 9001:2015, for manufacturing LED display, USB camera, speakerphone, professional display/LED/LCD, digital podium/lectern, speakers, amplifier, computer kiosk & various AV products. Our Company is an approved electrical contractor to carry out electrical installation work in the National Capital Territory of Delhi. In the year 2023, our Company expanded its product portfolio by receiving the license issued by Bureau of Indian Standards (BIS) for the Behind the Ear (BTE) Hearing Aid IS 16127:2013.

Our Company is managed by our experienced promoters, Manoj Kumar Singh and Sandhya Singh who possesses over 28 years and 17 years of experience respectively in our industry. The promoters play crucial role in expansion of our Company and prosperity. Their experience has been instrumental in us developing and implementing our business strategies, anticipating and addressing market trends and changes in consumer preferences, managing and growing our business operations and maintaining and leveraging relationships with our customers, suppliers and resellers. For further details of our promoters and our management, please see chapter titled "Our Promoters and Promoter Group" and "Our Management" on page 181 and 166.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

Key Performance Indicators of our Company

(₹ in Lakhs, otherwise mentioned)

| Key Financial Performance | December 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|--|-------------------|----------------|----------------|----------------|
| Revenue from Operations ⁽¹⁾ | 8,941.63 | 8,990.74 | 7,011.39 | 5,628.95 |
| EBITDA ⁽²⁾ | 1,013.14 | 830.86 | 199.76 | 112.92 |

| Key Financial Performance | December 31, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|--|--------------------------|-----------------------|-----------------------|-----------------------|
| EBITDA Margin (%) ⁽³⁾ | 11.33 | 9.24 | 2.85 | 2.01 |
| PAT | 656.83 | 543.83 | 65.91 | 29.29 |
| PAT Margin (%) ⁽⁴⁾ | 7.35 | 6.05 | 0.94 | 0.52 |
| Return on Equity (%) ⁽⁵⁾ | 57.27 | 99.50 | 27.27 | 15.00 |
| Debt to Equity Ratio (<i>times</i>) ⁽⁶⁾ | 0.99 | 1.35 | 2.51 | 3.84 |
| Current Ratio (<i>times</i>) ⁽⁷⁾ | 1.22 | 1.30 | 1.19 | 1.31 |
| Return on capital employed (%) ⁽⁹⁾ | 33.67 | 42.43 | 20.98 | 11.00 |
| Net capital Turnover ratio(%) ⁽¹⁰⁾ | 9.17 | 14.14 | 13.11 | 8.52 |

*As certified by Peer review Auditors, by way of their certificate dated May 10, 2025.

Notes:

⁽¹⁾ Revenue from operation means revenue from sales and other operating revenues

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the year divided by Revenue from Operations

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided by equity

⁽⁸⁾ Current Ratio is calculated by dividing Current Assets to Current Liabilities

⁽⁹⁾ Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income

⁽¹⁰⁾ (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities) Net Capital Turnover Ratio is calculated as sale of product divided by/ working capital

SIGNIFICANT DEVELOPMENTS AFTER DECEMBER 31, 2024

In the opinion of the Board of Directors of our Company, since the date of the stub period as disclosed in this Draft Red Herring Prospectus, except below, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

The Issue has been authorized by our Board pursuant to resolutions passed at its meetings held on January 02, 2025 and by our Shareholders pursuant to a special resolution passed at their Extra Ordinary General Meeting held on January 23, 2025.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "Risk Factors" on page 30. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations;
- Our Company has not entered into any long-term contracts with our customers and we typically operate on the basis of orders received on hand. Inability to maintain regular order flow would adversely impact our revenues and profitability;
- Our business and profitability heavily rely on the consistent and timely availability of finished products. Any disruption in supply or price volatility of these products can negatively impact our operations and financial health. Additionally, our dependence on third-party suppliers, without firm supply commitments or exclusive arrangements, poses a risk. The loss of any suppliers could adversely affect our business, operational outcomes, and financial condition;
- Our future growth is dependent upon our ability to identify and maintain new products, technologies and customers that achieve market acceptance with acceptable margins;
- Our business is dependent on suppliers/manufacturers effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new AV (Audio-Video) products at regular intervals;

- Most projects we operate have been awarded primarily through a competitive bidding process and our financial performance is largely dependent on our successful bidding for new projects. We may not always be able to qualify for, compete and win projects. If we are not able to successfully bid for new projects, it may adversely affect our business operations and financial conditions;
- Our reliance on overseas procurement exposes us to risks such as geographical concentration and foreign currency exchange fluctuations, which could adversely impact our business, results of operations, and financial condition;
- We could be subject to product liability claims, refunds and recalls or return of products, warranty claims which may have a material adverse impact, in which case our business and revenues, and ultimately our reputation, could be negatively affected;
- Our business and results of operations are dependent on the contracts/ purchase orders that we enter into. Any breach of the conditions under these contracts/ purchase orders may adversely affect our business and results of operations;
- Any disruption or shutdown of our warehouse facilities, could adversely affect our business, results of operations and financial condition;
- The Company's customers operate in various industry segments/verticals and fluctuations in the performance of the industries in which the customers operate may result in a loss of customers, a decrease in the volume of work undertake or the price at which the company offer its products;
- We may seek to expand our product portfolio and target emerging product areas. If such products do not witness demand that we expect them to, our business and results of operations may be adversely affected.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Restated Financial Statements. For details of our significant accounting policies, please refer section titled "*Financial Information*" on page 188.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter "*Financial Information*" on page 188, there has been no change in accounting policies in last 3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, see section titled "*Financial Information*" on page 188.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT REVENUE.

The following descriptions set forth information with respect to the key components of the Restated Financial Statements.

Total income

Our revenue comprises of:

Revenue from operations

Our revenue from operations consists of Sale of Products & Services including Audio Video Integration service, Direct selling and distribution of Pro AV products and After-sales services.

Other Non-operating Income

Other income includes Interest Income, Foreign Exchange Gain or Loss and Balances w/off.

Expenditure

Our expenses comprise (i) Cost of Goods Sold; (ii) Employee benefit expenses; (iii) Finance costs; (iv) Depreciation and amortisation expense; and (vii) Other expenses.

(i) Cost of Material Consumed;

The cost of material consumed includes purchase of goods and direct expenses.

(ii) Employee benefit expenses;

Employee benefit expenses consist of salaries and wages, staff welfare expenses, Director Sitting Fees, Contribution to Provident Fund and Other Funds and Remuneration to Directors.

(iii) Finance costs;

Finance costs consist of Interest paid on borrowings, Bank charges & Processing Fees.

(iv) Depreciation and amortization expenses;

We recognize Depreciation and Amortization expense on a WDV basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable. Depreciation and amortization expenses consists of depreciation on tangible assets which includes furniture and fixtures, office equipment, computers and vehicle.

(v) Other expenses

Other expenses consists of advertisement expenses, auditors' remuneration, bad debts w/off, donation expenses, insurance expenses, legal and professional fees, software maintenance expense, CSR expenses, miscellaneous expenses, office expenses, packing & courier charges, printing & stationery expenses, power & fuel, rent expense, repair and maintenance expenses, telephone & internet expenses, traveling & conveyance and web service expenses.

Tax expenses

Tax expense comprises of current tax expenses and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or credit is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

RESULTS OF OPERATIONS

The following table sets forth select financial data derived from our restated statement of profit and loss for the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, and we have expressed the components of select financial data as a percentage of total income for such period / years:

(₹ in lakhs)

| Particulars | | For the period ended Dec 31, 2024 | % of Total income | For the year ended March 31, 2024 | % of Total income | For the year ended March 31, 2023 | % of Total income | For the year ended March 31, 2022 | % of Total income |
|-------------|---------------------------------|-----------------------------------|-------------------|-----------------------------------|-------------------|-----------------------------------|-------------------|-----------------------------------|-------------------|
| 1 | Revenue from operations | 8,941.63 | 99.98% | 8,990.74 | 99.86% | 7,011.39 | 99.54% | 5,628.95 | 99.74% |
| 2 | Other business/operating income | 1.41 | 0.02% | 12.86 | 0.14% | 32.22 | 0.46% | 14.49 | 0.26% |
| 3 | Total Income (I+II) | 8,943.04 | 100.00 % | 9,003.60 | 100.00 % | 7,043.60 | 100.00 % | 5,643.44 | 100.00 % |
| 4 | Expenses | | | | | | | | |
| | (a) Cost of materials consumed | 7,063.01 | 78.98% | 7,330.41 | 81.42% | 5,841.20 | 82.93% | 4,961.28 | 87.91% |
| | (b) Employee benefits expenses | 505.82 | 5.66% | 497.70 | 5.53% | 658.39 | 9.35% | 363.84 | 6.45% |
| | (c) Finance costs | 106.30 | 1.19% | 85.98 | 0.96% | 111.26 | 1.58% | 69.82 | 1.24% |

| Particulars | | For the period ended Dec 31, 2024 | % of Total income | For the year ended March 31, 2024 | % of Total income | For the year ended March 31, 2023 | % of Total income | For the year ended March 31, 2022 | % of Total income |
|-------------|--|-----------------------------------|-------------------|-----------------------------------|-------------------|-----------------------------------|-------------------|-----------------------------------|-------------------|
| | (d) Depreciation and amortisation expenses | 24.20 | 0.27% | 28.37 | 0.32% | 29.64 | 0.42% | 16.37 | 0.29% |
| | (e) Other expenses | 359.65 | 4.02% | 331.77 | 3.68% | 312.03 | 4.43% | 190.91 | 3.38% |
| | Total Expenses | 8,058.99 | 90.11% | 8,274.24 | 91.90% | 6,952.52 | 98.71% | 5,602.22 | 99.27% |
| 5 | Profit before exceptional and extraordinary items and tax | 884.05 | 9.89% | 729.36 | 8.10% | 91.09 | 1.29% | 41.22 | 0.73% |
| 6 | Exceptional Items | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% |
| 7 | Profit before extraordinary items and tax | 884.05 | 9.89% | 729.36 | 8.10% | 91.09 | 1.29% | 41.22 | 0.73% |
| 8 | Extraordinary Items | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% |
| 7 | Profit before Tax | 884.05 | 9.89% | 729.36 | 8.10% | 91.09 | 1.29% | 41.22 | 0.73% |
| 8 | Tax Expense: | | | | | | | | |
| | (a) Current tax expense | 226.98 | 2.54% | 189.16 | 2.10% | 28.52 | 0.40% | 15.74 | 0.28% |
| | (b) Deferred tax | 0.24 | 0.00% | (3.63) | (0.04)% | (3.34) | (0.05)% | (3.80) | (0.07)% |
| 9 | Profit / (Loss) for the period from continuing operations | 656.83 | 7.34% | 543.83 | 6.04% | 65.91 | 0.94% | 29.29 | 0.52% |

Nine Months ended December 31, 2024

Total revenue

Our total revenue for the Nine months period ended December 31, 2024 was ₹ 8,943.04 lakhs. Total revenue comprises of:

Revenue from Operations

Our revenue from operations for the nine months period ended December 31, 2024 was ₹ 8,941.63 lakhs. Our revenue from operations consists of sales of goods and services as detailed below:

(₹ in lakhs)

| Particulars | Total Revenue from Operations | % of Revenue from Operation |
|--|-------------------------------|-----------------------------|
| Sale of Goods & Services | | |
| AV Integration | 4,953.92 | 55.40% |
| Direct selling and distribution of Pro AV products | 3,721.52 | 41.62% |
| After-sales services | 266.19 | 2.98% |
| Total Revenue from Operations | 8,941.63 | 100.00% |

Other business/ operating income

Our Other Income for the Nine months period ended December 31, 2024 was ₹1.41 lakhs. Other income includes Interest Income of ₹1.43 lakhs & Balances Written off of ₹ (0.02) lakhs.

Expenditure

Our total expenditure for the Nine months period ended December 31, 2024 was ₹8,058.99 lakhs. Our expenditure comprise (i) cost of material consumed; (ii) employee benefit expenses; (iii) finance costs; (iv) depreciation and amortisation expense; and (vii) Other expenses.

Cost of Material Consumed

The cost of material consumed for the Nine months period ended December 31, 2024 was ₹7,063.01 lakhs. Cost of material comprises of Purchases of ₹ 7,374.27 lakhs, Direct expenses of ₹ 121.77 lakhs and Change in Inventory of ₹ (432.82) lakhs (i.e. Opening Inventory of ₹ 823.99 lakhs less Closing Inventory of ₹ 1,256.82 lakhs).

Employee benefits expense

Employee benefit expense for the Nine months period ended December 31, 2024 was ₹ 505.82 lakhs. Employee benefit expense consists of salaries and wages of ₹383.86 lakhs, Staff welfare of ₹27.25 lakhs, Contribution to provident fund and other funds of ₹11.35 lakhs, directors' remuneration of ₹77.56 lakhs, directors sitting fees of ₹1.20 lakhs and gratuity expenses amounting to ₹4.60 lakhs.

Finance costs

Finance cost for the Nine months period ended December 31, 2024 was ₹106.80 lakhs. Finance cost comprises bank charges & processing charges of ₹8.76 lakhs and interest paid on borrowings of ₹97.54 lakhs.

Depreciation and amortisation expense

Depreciation and amortization expense for the Nine months period ended December 31, 2024 was ₹ 24.20 lakhs.

Other expenses

Other expenses for the Nine months period ended December 31, 2024 was ₹359.65 lakhs. Other expenses consist of Advertisement expenses of ₹ 22.78 lakhs, Auditors remuneration of ₹ 3.00 lakhs, Donation Expenses of ₹ 3.77 lakhs, Insurance expenses of ₹ 1.40 lakhs, Legal and professional fees of ₹ 20.91 lakhs, Software Maintenance Expense of ₹ 0.50 lakhs, Miscellaneous expenses of ₹ 11.95 lakhs, Office Expenses of ₹ 6.10 lakhs, Packing & Courier Charges of ₹ 0.23 lakhs, Printing & Stationery Expenses of ₹ 3.25 lakhs, Power & fuel of ₹ 9.28 lakhs, Rent Expense of ₹ 64.73 lakhs, Repair and maintenance expenses of ₹ 19.16 lakhs, Telephone & Internet Expenses of ₹ 6.08 lakhs and Traveling & conveyance of ₹ 94.03 lakhs.

Profit/Loss before Tax

The profit/(loss) before tax for the Nine months period ended December 31, 2024 was ₹ 884.05 lakhs.

Tax expense

Total tax expense for the Nine months period ended December 31, 2024 was ₹ 227.22 lakhs. Tax expenses of comprised of current tax expense of ₹ 226.98 lakhs and deferred tax of ₹ 0.24 lakhs.

Profit/Loss after Tax

As a result of the aforesaid, our Company earned a profit for the Nine months period ended December 31, 2024 of ₹ 656.83 lakhs.

FISCAL 2024 COMPARED TO FISCAL 2023

Key factors to be consider for comparing Fiscal 2024 with Fiscal 2023

| | | <i>(₹ in lakhs)</i> | | |
|--------------------|----------------------------------|--|--|-----------------|
| Particulars | | For the year ended March 31, 2024 | For the year ended March 31, 2023 | % Change |
| 1 | Revenue from operations | 8,990.74 | 7,011.39 | 28.23% |
| 2 | Other business/ operating income | 12.86 | 32.22 | -60.09% |

| Particulars | | For the year ended March 31, 2024 | For the year ended March 31, 2023 | % Change |
|-------------|--|-----------------------------------|-----------------------------------|----------------|
| 3 | Total Income (I+II) | 9,003.60 | 7,043.60 | 27.83% |
| 4 | Expenses | | | |
| | (a) Cost of materials consumed | 7,330.41 | 5,841.20 | 25.49% |
| | (b) Employee benefits expenses | 497.70 | 658.39 | -24.41% |
| | (c) Finance costs | 85.98 | 111.26 | -22.72% |
| | (d) Depreciation and amortisation expenses | 28.37 | 29.64 | -4.28% |
| | (e) Other expenses | 331.77 | 312.03 | 6.33% |
| | Total Expenses | 8,274.24 | 6,952.52 | 19.01% |
| 5 | Profit before exceptional and extraordinary items and tax | 729.36 | 91.09 | 700.75% |
| 6 | Exceptional Items | .00 | .00 | 0.00% |
| 7 | Profit before extraordinary items and tax | 729.36 | 91.09 | 700.75% |
| 8 | Extraordinary Items | .00 | .00 | 0.00% |
| 7 | Profit before Tax | 729.36 | 91.09 | 700.75% |
| 8 | Tax Expense: | | | 0.00% |
| | (a) Current tax expense | 189.16 | 28.52 | 563.32% |
| | (b) Deferred tax | -3.63 | -3.34 | 8.65% |
| 9 | Profit / (Loss) for the period from continuing operations | 543.83 | 65.91 | 725.15% |

Total income

Total income increased by 27.83% from ₹7043.60 lakhs in Fiscal 2023 to ₹9,003.60 lakhs in Fiscal 2024. This was attributable to increase in revenue from operations from ₹7,011.39 lakhs in Fiscal 2023 to ₹8,990.74 lakhs in Fiscal 2024, outlined below:

Revenue from operations

Revenue from operations increased by 28.23% from ₹7,011.39 lakhs in Fiscal 2023 to ₹8,990.74 lakhs in Fiscal 2024. Our revenue from operations consisted of sales of goods and services as detailed below:

(₹ in lakhs)

| Particulars | For the Financial Year ended March 31, 2024 | | For the Financial Year ended March 31, 2023 | |
|--|---|-----------------------------|---|-----------------------------|
| | Total Revenue from Operations | % of Revenue from Operation | Total Revenue from Operations | % of Revenue from Operation |
| Sale of Goods & Services | | | | |
| AV Integration | 4853.03 | 53.98% | 4240.42 | 60.48% |
| Direct selling and distribution of Pro AV products | 3647.65 | 40.57% | 2282.31 | 32.55% |
| After-sales services | 490.06 | 5.45% | 488.66 | 6.97% |
| Total Revenue from Operations | 8,990.47 | 100.00% | 7011.39 | 100.00% |

This increase was primarily attributed to increase in income from Direct selling and distribution of Pro AV products which increased from ₹2,282.31 lakhs in Fiscal 2023 to ₹3,647.65 lakhs in Fiscal 2024. The company also added 260 new customers in Fiscal 2024 and generated revenue of ₹4,004.23 lakhs from these new customers.

Other Business/Operating Income

Our other business/ operating income decreased by 60.09% from ₹ 32.22 lakhs in Fiscal 2023 to ₹12.86 lakhs in Fiscal 2024, primarily due to decrease in balances written off from ₹ 30.24 lakhs in Fiscal 2023 to ₹ 8.73 lakhs in Fiscal 2024.

Expenditure

Our total expenditure for the Fiscal 2024 was ₹ 8,274.24 lakhs as compared to ₹ 6,952.52 lakhs for the Fiscal 2023, representing a increase of 19.01% in Fiscal 2024.

Cost of Material consumed

Our Cost of Material consumed increased by 25.49%, from ₹5,841.20 lakhs in Fiscal 2023 to ₹7,330.41 lakhs in Fiscal 2024. This increase was primarily driven by the market demand-supply dynamics and since there was increase in revenue from operations hence same factor has contributed for the increase in the purchase from ₹5,238.94 lakhs in Fiscal 2023 to ₹7,646.44 lakhs in Fiscal 2024. On the other hand, Direct expenses of the company has decreased from ₹ 567.86 lakhs in Fiscal 2023 to ₹262.47 lakhs in Fiscal 2024 primarily due to decrease in SITC cost because in Fiscal 2024, the Company instead of outsourcing SITC work, deployed its own workforce, Hence, SITC Charges reduced to ₹ 57.77 lakhs in Fiscal 2024 from ₹ 365.13 lakhs in Fiscal 2023. This led to proportional decrease in overall Cost of Material consumed compared to Revenue from Operations in Fiscal 2024.

Employee benefits expenses

Employee benefit expenses for Fiscal 2024 amounted to ₹497.71 lakhs, compared to ₹658.39 lakhs in Fiscal 2023, reflecting a decrease of 24.41%. This decrease was attributed to decrease in Remuneration to Directors by ₹200.00 lakhs from ₹300.00 lakhs in Fiscal 2023 to ₹100.00 lakhs in Fiscal 2024. On the other hand, Salary and Wages expense have increased from ₹288.76 lakhs in Fiscal 2023 to ₹346.92 lakhs in Fiscal 2024 because of in-house execution of SITC work, which was previously outsourced.

Finance Costs

Finance cost for Fiscal 2024 was reported at ₹85.98 Lakhs compared to ₹111.26 Lakhs in Fiscal 2023. It has decreased by ₹25.28 Lakhs and by 22.72% compared to previous year. This decrease was primarily due to decrease in Interest Paid on borrowings from ₹ 108.89 lakhs in Fiscal 2023 to ₹74.47 lakhs in Fiscal 2024.

Depreciation and amortisation expense

Depreciation and amortization expense for Fiscal 2024 amounted to ₹28.37 lakhs, compared to ₹29.64 lakhs in Fiscal 2023. This decrease was primarily due to minimal amount (₹ 19.40 Lakhs) of purchase of fixed asset by the company.

Other Expenses

Other expenses for Fiscal 2024 were ₹331.77 lakhs, compared to ₹312.03 lakhs in Fiscal 2023, representing an increase of 6.33%. This increase was mainly due to increase in Software Maintenance Expense by ₹9.95 lakhs, Miscellaneous expense by ₹6.30 lakhs, Rent Expense by ₹13.09 lakhs, Bad Debts W/off by ₹3.24 lakhs and Travelling & Conveyance by ₹3.62 lakhs.

Tax Expenses

Tax expenses for Fiscal 2024 was reported at ₹185.54 Lakhs compared to ₹25.18 Lakhs in Fiscal 2023. This increase was mainly due to increase in overall profitability of the company in Fiscal 2024 compared to Fiscal 2023.

Profit after Tax (PAT)

Profit after Tax for Fiscal 2024 was reported at ₹543.83 Lakhs compared to ₹65.91 Lakhs in Fiscal 2023. Profit have increased by ₹ 477.92 lakhs and by 725.15% from Fiscal 2023. This increase in profitability can be majorly attributed to decrease in following expenses:

| <i>(₹ in lakhs)</i> | | | |
|----------------------------------|--------------------|--------------------|--------------------------------------|
| Expenses | Fiscal 2023 | Fiscal 2024 | Increase/(Decrease) in Profit |
| SITC Cost | 365.13 | 57.77 | 307.36 |
| | | | |
| Employee Benefit Expenses | | | |
| Salary & Wages | 288.76 | 346.92 | (58.16) |
| Director Remuneration | 300.00 | 100.00 | 200.00 |
| | | | |
| Finance Cost | 111.26 | 85.98 | 25.28 |
| | | | |
| Total | 1,065.02 | 590.67 | 474.48 |

FISCAL 2023 COMPARED TO FISCAL 2022

(₹ in lakhs)

| Particulars | | For the year ended March 31, 2023 | For the year ended March 31, 2022 | % Change |
|-------------|--|-----------------------------------|-----------------------------------|----------------|
| 1 | Revenue from operations | 7,011.39 | 5,628.95 | 24.56% |
| 2 | Other business/ operating income | 32.22 | 14.49 | 122.33% |
| 3 | Total Income (I+II) | 7,043.60 | 5,643.44 | 24.81% |
| 4 | Expenses | | | |
| | (a) Cost of materials consumed | 5,841.20 | 4,961.28 | 17.74% |
| | (b) Employee benefits expenses | 658.39 | 363.84 | 80.96% |
| | (c) Finance costs | 111.26 | 69.82 | 59.36% |
| | (d) Depreciation and amortisation expenses | 29.64 | 16.37 | 81.04% |
| | (e) Other expenses | 312.03 | 190.91 | 63.44% |
| | Total Expenses | 6,952.52 | 5,602.22 | 24.10% |
| 5 | Profit before exceptional and extraordinary items and tax | 91.09 | 41.22 | 120.96% |
| 6 | Exceptional Items | .00 | .00 | |
| 7 | Profit before extraordinary items and tax | 91.09 | 41.22 | 120.96% |
| 8 | Extraordinary Items | .00 | .00 | |
| 7 | Profit before Tax | 91.09 | 41.22 | 120.96% |
| 8 | Tax Expense: | | | |
| | (a) Current tax expense | 28.52 | 15.74 | 81.20% |
| | (b) Deferred tax | -3.34 | -3.80 | -12.22% |
| 9 | Profit / (Loss) for the period from continuing operations | 65.91 | 29.29 | 125.04% |

Total income

Total income increased by 24.81% from ₹5,643.44 lakhs in Fiscal 2022 to ₹7,043.60 lakhs in Fiscal 2023. This was attributable to increase in revenue from operations from ₹5,628.95 lakhs in Fiscal 2022 to ₹7,011.39 lakhs in Fiscal 2023, along with other contributing factors outlined below:

Revenue from operations

Revenue from operations grew by 24.56%, reaching ₹7,011.39 lakhs in Fiscal 2023 compared to ₹ 5628.95 lakhs in Fiscal 2022 Our revenue from operations consisted of sales of goods and services as detailed below:

| Particulars | For the Financial Year ended March 31, 2023 | | For the Financial Year ended March 31, 2022 | |
|--|---|-----------------------------|---|-----------------------------|
| | Total Revenue from Operations | % of Revenue from Operation | Total Revenue from Operations | % of Revenue from Operation |
| Sale of Goods & Services | | | | |
| AV Integration | 4,240.42 | 60.48% | 2962.80 | 52.64% |
| Direct selling and distribution of Pro AV products | 2,282.31 | 32.55% | 2,328.05 | 41.36% |
| After-sales services | 488.66 | 6.97% | 338.10 | 6.01% |
| Total Revenue from Operations | 7,011.39 | 100.00% | 5,628.95 | 100.00% |

This increase was primarily attributed to Increase in Income from AV Integration services, AV Integration services sales increased from ₹2,926.80 lakhs in Fiscal 2022 to ₹4,240.42 lakhs in Fiscal 2023. The customer base of company also increased as company added 287 new customers in Fiscal 2023 and generated additional revenue of ₹1,313.30 lakhs from these new customers.

Other Business/Operating Income

Our other non-operating income was increased by 122.33 % from ₹14.49 lakhs in Fiscal 2022 to ₹32.22 lakhs in Fiscal 2023, primarily due to increase in Balances written off from ₹12.30 lakhs in Fiscal 2022 to ₹30.24 lakhs in Fiscal 2023.

Expenditure

Our total expenditure for the Fiscal 2023 was ₹6,952.52 lakhs as compared to ₹5,602.22 lakhs for the Fiscal 2022, representing an increase of 24.12%.

Cost of Material consumed

Our Cost of Material consumed increased by 17.74%, from ₹4,961.28 lakhs in Fiscal 2022 to ₹5,841.20 lakhs in Fiscal 2023. This increase was primarily driven by increase in company's direct expenses which increased significantly, rising from ₹215.67 lakhs in Fiscal 2022 to ₹567.86 lakhs. This surge was primarily due to a rise in the SITC cost, which grew from ₹117.27 lakhs in Fiscal 2022 to ₹365.13 lakhs in Fiscal 2023. The increase in SITC costs was mainly driven by the higher revenue from AV Integration services. Company's purchases also increased from ₹ 4,757.60 lakhs in Fiscal 2022 to ₹5,238.44 lakhs in Fiscal 2023.

Employee benefits expenses

Employee benefit expenses for Fiscal 2023 amounted to ₹658.39 lakhs, compared to ₹363.84 lakhs in Fiscal 2022, reflecting an increase of 80.96%. This rise was attributed to increase in Remuneration to Director by ₹200.00 lakhs, Salaries and Wages by ₹ 78.81 lakhs and Staff Welfare Expense by ₹23.04 lakhs.

Finance Costs

Finance cost for Fiscal 2023 was reported at ₹111.26 Lakhs compared to ₹69.82 Lakhs in Fiscal 2022. It has increased by ₹41.44 Lakhs and by 59.36% compared to previous year. This increase was primarily due to increase in Interest Paid on borrowings from ₹ 45.89 lakhs in Fiscal 2022 to ₹108.89 lakhs in Fiscal 2023.

Depreciation and amortisation expense

Depreciation and amortization expense for Fiscal 2023 was ₹29.64 lakhs, compared to ₹16.37 lakhs in Fiscal 2022, representing an increase of 126.40%. This rise was primarily attributed to the Purchase of a Tangible assets of ₹39.54 lakhs in Fiscal 2023.

Other Expenses

Other expenses for Fiscal 2023 amounted to ₹312.03 lakhs, compared to ₹190.91 lakhs in Fiscal 2022, marking an increase of 63.44%. This rise was primarily driven by increase in Travelling & conveyance by ₹ 56.67 lakhs, Rent Expense by ₹ 9.14 lakhs, Legal and Professional fees by ₹ 13.43 lakhs and Repair and Maintenance expense by ₹ 5.99 lakhs.

Tax Expenses

Tax expenses for Fiscal 2023 was reported at ₹25.18 Lakhs compared to ₹11.93 Lakhs in previous year. This rise was primarily due to increase in Current Tax from ₹ 15.74 lakhs in Fiscal 2022 to ₹28.52 lakhs in Fiscal 2023.

Profit after Tax (PAT)

Profit after Tax for Fiscal 2023 was ₹65.91 lakhs, compared to ₹29.29 lakhs in Fiscal 2022, reflecting an increase of ₹36.62 lakhs or 123.03%. This increase in profit was primarily due to overall increase in Revenue from operations. Profitability of the company increased due to decrease in Cost of Material Consumed expenses to 82.93% of Total income in Fiscal 2023 compared to 87.91% of total income in Fiscal 2022.

Cash flows based on our Restated Financial Statements

The table below summarizes the statement of cash flows, as per our restated consolidated cash flow statements, for the periods indicated:

(in ₹ lakhs)

| Particulars | Nine months period ended December 31, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|--|-----------------|-----------------|----------------|
| Cash flows from operating activities before adjusting working capital changes | 1,017.72 | 849.38 | 238.27 | 142.06 |
| Working capital: adjustments | (902.63) | (1,151.97) | 183.66 | (217.92) |
| Direct taxes paid, net of refunds | (192.74) | (180.22) | (32.70) | (6.74) |
| Net cash inflow/ (outflow) from operating activities | (77.64) | (482.81) | 389.23 | (82.59) |
| Net cash (outflow) from investing activities | (64.06) | (15.93) | (37.56) | (33.30) |
| Net cash inflow/(outflow) from financing activities | 257.15 | 327.33 | (222.20) | 174.42 |
| Net increase/ (decrease) in cash and cash Equivalents | 115.44 | (171.41) | 129.46 | 58.53 |
| Cash and cash equivalents at the end of the period | 181.97 | 66.53 | 237.94 | 108.48 |

Operating activities

Nine months period ended December 31, 2024

Our net cash outflow from operating activities during the Nine months period ended December 31, 2024 was ₹77.64 lakhs. Our restated profit before tax for the nine months ended was ₹884.05 lakhs, which was primarily adjusted for Interest and Finance Charges Paid of ₹106.30 lakhs and depreciation of ₹24.20 lakhs, The cash flows from operating activities before adjusting working capital changes was ₹1,017.72 lakhs and was primarily adjusted for increase in trade receivables by ₹3,479.69 lakhs, increase in inventories by ₹432.83 lakhs, , increase in short term loans and advances by ₹91.02 lakhs, increase in trade payables by ₹3,167.29 lakhs, increase in other current liabilities by ₹2.10 lakhs and increases in Short Term Provisions by ₹4.31 lakhs. Cash generated from operations in the Nine months period ended December 31, 2024 was ₹ 115.10 lakhs and income tax paid was ₹ 192.64 lakhs.

For the Fiscal year ended March 31, 2024

Our net cash outflow from operating activities during the Fiscal 2024 was ₹ 482.81 lakhs. Our restated profit before tax for the Fiscal 2024 was ₹729.36 lakhs, which was primarily adjusted for Interest and Finance Charges Paid of ₹85.98 lakhs and depreciation of ₹28.37 lakhs, The cash flows from operating activities before adjusting working capital changes was ₹849.38 lakhs and was primarily adjusted for increase in trade receivables by ₹965.22 lakhs, increase in inventories by ₹579.00 lakhs, , decrease in short term loans and advances by ₹882.55 lakhs, increase in trade payables by ₹309.74 lakhs and decrease in other current liabilities by ₹786.86 lakhs. Cash outflow from operations in Fiscal 2024 was ₹ 302.59 lakhs and income tax paid was ₹180.22 lakhs.

For the Fiscal year ended March 31, 2023

Our net cash outflow from operating activities during the Fiscal 2023 was ₹389.23 lakhs. Our restated profit before tax for the Fiscal 2022 was ₹91.09 lakhs, which was primarily adjusted for Interest and Finance Charges Paid of ₹111.26 lakhs and depreciation of ₹29.24 lakhs, The cash flows from operating activities before adjusting working capital changes was ₹238.27 lakhs and was primarily adjusted for decrease in trade receivables by ₹1,125.22 lakhs, decrease in inventories by ₹34.90 lakhs, , increase in short term loans and advances by ₹857.14 lakhs, decrease in trade payables by ₹748.40 lakhs and increase in other current liabilities by ₹639.12 lakhs. Cash outflow from operations in Fiscal 2023 was ₹421.93 lakhs and income tax paid was ₹32.70 lakhs.

For the Fiscal year ended March 31, 2022

Our net cash outflow from operating activities during the Fiscal 2022 was ₹ 82.59 lakhs. Our restated profit before tax for the Fiscal 2022 was ₹41.22 lakhs, which was primarily adjusted for Interest and Finance Charges Paid of ₹69.82 lakhs and depreciation of ₹16.37 lakhs, The cash flows from operating activities before adjusting working capital changes was ₹142.06 lakhs and was primarily adjusted for increase in trade receivables by ₹1,600.21 lakhs, increase in inventories by

₹11.99 lakhs, decrease in short term loans and advances by ₹78.89 lakhs and increase in trade payables by ₹1104.73 lakhs. Cash outflow from operations in Fiscal 2022 was ₹75.85 lakhs and income tax paid was ₹ 6.74 lakhs.

Investing activities

Nine months period ended December 31, 2024

Net cash outflow from investing activities for the Nine months period ended December 31, 2024 was ₹64.06 lakhs, which primarily included increase in Purchase of Tangible Fixed Assets of ₹65.50 lakhs.

Fiscal 2024

Net cash outflow from investing activities for Fiscal 2024 was ₹ 15.93 lakhs, which primarily included Purchase of Tangible Fixed Assets of ₹19.40 lakhs.

Fiscal 2023

Net cash outflow from investing activities for Fiscal 2023 was ₹ 37.56 lakhs, which primarily included Purchase of Tangible Fixed Assets of ₹39.54 lakhs.

Fiscal 2022

Net cash outflow from investing activities for Fiscal 2022 was ₹ 33.30 lakhs, which primarily included Purchase of Tangible Fixed Assets of ₹35.49 lakhs.

Financing activities

Nine months period ended December 31, 2024

Net cash inflow from financing activities for the Nine months period ended December 31, 2024 was ₹ 257.15 lakhs, which primarily comprised of proceeds from Short Term Borrowings of ₹ 521.42 lakhs, repayment of Long term Borrowings of ₹188.95 lakhs and payment of interest of ₹ 106.30 lakhs.

Fiscal 2024

Net cash inflow from financing activities for Fiscal 2024 was ₹ 327.33 lakhs, which primarily comprised of proceeds from Short Term Borrowings of ₹ 856.52 lakhs, repayment of Long term Borrowings of ₹301.18 lakhs and payment of interest of ₹ 85.98 lakhs.

Fiscal 2023

Net cash outflow from financing activities for Fiscal 2023 was ₹ 222.20 lakhs, which primarily comprised of proceeds from Short Term Borrowings of ₹ 126.91 lakhs, repayment of Long term Borrowings of ₹239.42 lakhs and payment of interest of ₹ 111.26 lakhs.

Fiscal 2022

Net cash inflow in financing activities for Fiscal 2022 was ₹174.42 lakhs, which primarily comprised of repayment of Short-Term Borrowings of ₹ 185.93 lakhs, proceeds from Long term Borrowings of ₹440.05 lakhs and payment of interest of ₹ 69.82 lakhs.

INFORMATION REQUIRED AS PER ITEM 11 (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. There are no unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 30. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under chapter titled "*Risk Factors*" beginning on page 30, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Extent to which material increases in net sales or revenue are due to increase in services

Changes in revenue in the last three financial years are as explained in the part "*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*" above.

5. Significant dependence on a single or few Suppliers or Customers

Significant proportion of our total revenue have historically been derived from a limited number of customers. Our top ten customers for the period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 is amounting to ₹ 6,522.01lakhs, ₹5,508.49lakhs, ₹5,190.79lakhs and ₹4,346.46lakhs constituting 72.93%, 61.27%, 74.03% and 77.22% respectively of our revenue from top ten clients.

Our business is, therefore, heavily dependent on our relationships with empanelled vendors. Purchases made from our top 10 suppliers for the period ended December 31, 2024 and for the financial year ended March 31, 2024, 2023 and 2022, were ₹ 6,090.44 lakhs, ₹ 6,284.77 lakhs, ₹ 4,306.06 lakhs and ₹ 4,130.81 lakhs representing 82.59%, 82.19%, 82.20% and 86.83% of our total purchases. We place purchase orders with empanelled vendors from time-to-time basis our requirements and prices for products are normally based on the quotes we receive from these empanelled vendors.

6. Status of any publicly announced new products or business segment.

Please refer to the chapter titled "*Our Business*" beginning on page 123 for new products or business segments.

7. Seasonality of business

Our business is not seasonal in nature.

8. Competitive conditions.

Competitive conditions are as described under the chapters titled "*Industry Overview*" and "*Our Business*" beginning on page 101 and 123 respectively.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter, Group Companies, Key Managerial Persons(KMPs) or Senior Managerial Persons (SMPs); (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:

a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, Group Companies, KMPs or SMPs as the case may be shall be deemed to be material;

b) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:

(i) two percent of turnover, as per the latest annual restated financial statements of the issuer i.e., Rs. 179.81 Lakhs; or(ii) two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative i.e., 16.37 Lakhs; or (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer i.e. Rs. 10.65 Lakhs."

In our case we have taken the value of criteria (iii) being the lowest has been considered for the purpose of materiality.

c) Any pending litigation / arbitration proceedings involving the Relevant Parties wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (b) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company or where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, Group Companies, KMPs or SMPs whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://www.purplewave.in/>

d) Notices received by our Company, Promoter, Directors, Group Companies, KMPs or SMPs as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies/ KMPs/ SMPs, as the case may be, are impleaded as parties in proceedings before any judicial forum.

Our Company, our Promoters and/or our Directors, have not been declared as willful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, AND PROMOTERS:

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax:

1. M/s. Purple Wave Infocom Limited

a. Pending Liability in TDS:

As per details available on the TRACES an aggregate outstanding amount of Rs 27,806/- is determined to be paid from Previous years till 2024-25 against **M/s. Purple Wave Infocom Limited** (hereinafter referred to as the "Assessee") as default on account of short payment and short deduction of TDS and late filing fees u/s 234E Interest u/s 220 and 221 of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. CASES FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 3: LITIGATION RELATING TO OR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax:

M/s. Purplewave India Private Limited (Group Company)

| Sr. No | Entity and GSTIN | Name of Authority | Notice /Demand Order Id & Period | Notice /Order Description | Amount in Dispute (Rs.) | Current Status |
|--------|--|--|---|---|---|-------------------------------|
| 1. | M/s. Purplewave India Private Limited 07AAKCP2555L1Z0 | Assistant Commissioner Ward 61: Zone 5:Delhi | NoticeNo. ZD070124018 0530 Dated January 10, 2024, issued in form DRC-01 Period: August 2023-December 2023 | Summary Show Cause Notice u/s. 122 of CGST/DGST Act, 2017 | The total demand for tax and other dues is Rs. 75,000/- which includes CGST of Rs. 25,000/- SGST of Rs. 25,000/- and IGST of Rs. 25,000/- | Pending for reply by taxpayer |
| 2. | M/s. Purplewave India Private Limited 07AAKCP2555L1Z0 | Sales Tax Officer Class II/AVATO Ward 61, Zone 5, Delhi | Notice No. ZD070422008 648F Dated April 20, 2022 issued in form ASMT-10 Period: April 2021-February 2022 | Summary Show Cause Notice u/s. 61 of CGST/DGST Act, 2017 for discrepancies in the return after scrutiny | -- | Pending for reply by taxpayer |
| 3. | M/s. Purplewave India Private Limited 07AAKCP2555L1Z0 | Sales Tax Officer Class II/AVATO Ward 61, Zone 5, Delhi | Notice No. ZD070323014 476M Dated March 31, 2023 issued in form ASMT-10 Period: April 2022- Feb 2023 | Summary Show Cause Notice u/s. 61 of CGST/DGST Act, 2017 for discrepancies in the return after scrutiny | -- | Pending for reply by taxpayer |

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 4: LITIGATION RELATING TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)

A. LITIGATION AGAINST OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Other Pending Litigation based on Materiality Policy of our Company

NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES, PROMOTOR GROUP, KMPs AND SMPs DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted by SEBI or any other regulatory authority in India, which are material and which needs to be disclosed, or non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer in the last five years immediately preceding the year of this Draft Red Herring Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Red Herring Prospectus.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 222 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors as at December 31, 2024, on a basis, are set out below:

(in ₹ lakhs)

| Particulars | Number of creditors | Amount involved |
|---|----------------------------|------------------------|
| Dues to Micro, Small and Medium Enterprises | - | - |
| Dues to other creditors | 1 | 3,031.84 |
| Total | 1 | 3,031.84 |

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website at <https://www.purplewave.in/>

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals In Relation to Our Company's incorporation

1. Certificate of Incorporation dated November 19, 2007 from the Registrar of Companies, National Capital Territory of Delhi and Haryana, under the Companies Act, 1956 as "PURPLE WAVE INFOCOM PRIVATE LIMITED" (Corporate Identification Number: U72300DL2007PTC170537).
2. Fresh Certificate of Incorporation dated August 08, 2024 from the Registrar of Companies, Assistant Registrar of Companies / Deputy Registrar of Companies / Registrar of Companies, Central Processing Centre, consequent to conversion of the Company from "PURPLE WAVE INFOCOM PRIVATE LIMITED" to "PURPLE WAVE INFOCOM LIMITED" (Corporate Identification Number: U72300DL2007PLC170537).

Approvals in relation to the Issue

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on January 02, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated January 23, 2024 under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated May 21, 2025, [●] and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus and Prospectus respectively with BSE SME.

Approvals from Stock Exchange

- a. Our Company has received in- principle listing approval from the BSE SME dated [●] for listing of Equity Shares issued pursuant to the issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated April 20, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated May 06, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited, for the dematerialization of its shares.
3. ISIN Code: - INE0VDK01019

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

Tax Related Approvals

| Sr. No | Description | Address of Place of Business / Premises | Registration Number | Issuing Authority | Date of issue | Date of Expiry |
|--------|---|--|--|--|------------------|----------------------|
| 1. | Permanent Account Number (PAN) | M/s. Purple Wave Infocom Limited | AAECP5019P | Income Tax Department | January 30,2008 | Valid till Cancelled |
| 2. | Tax Deduction and Collection Account Number (TAN) | M/s. Purple Wave Infocom Limited, Plot No. 1 and 2, Pocket A2, 2ND Floor, Sector 17 Dwarka New Delhi, Delhi- 110078 | DELDP15816D | Income Tax Department | -- | Valid till Cancelled |
| 3. | Certificate of Registration Under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act,1975 (PTRC) | M/s.Purple Wave Infocom Private Limited, Building Number-K-1, Gala Number:1, Dapoda Village, Mankoli Naka, Bhiwandi,Dabhad, Thane-421302 | Registration Certificate Number: 27852469731 P | Department of Sales tax, Government of Mahashtra, Thane | January 29,2025 | Valid till Cancelled |
| 4. | Certificate of Enrolment Under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act,1975 (PTEC) | M/s.Purple Wave Infocom Private Limited, Building Number-K-1, Gala Number:1, Dapoda Village, Mankoli Naka, Bhiwandi, Dabhad, Thane-421302 | Enrolment Certificate Number: 99665028623 P | Department of Sales tax, Government of Mahashtra, Thane | January 29, 2025 | Valid till Cancelled |
| 5. | Certificate of Registration under Karnataka Tax on Professions, Trade, Callings and Employment Act,1976 | M/s. Purple Wave Infocom Limited, 47/1, 1 st Cross Street, Cambridge Layout, Bangalore, Karnataka | Registration Number: 394628382 | Government of Karnataka, PTO-5.2, Bengaluru | January 20,2025 | Valid till Cancelled |
| 6. | Enrollment Certificate Under the Assam Professions, Calling And Employments Taxation Rules,1947 | M/s. Purple Wave Infocom Limited, 2 nd Floor, Poona Arcade, Ulubari, DR B Baruah Road, Guwahati, Assam-781008 | Enrollment Number: 18759094065 | Government of Assam, Commissioner ate of Taxes, Guwahati-C-3 | January 24,2025 | Valid till Cancelled |
| 7. | Registration Certificate Under The Assam Professions, Trades, Calling And Employments Taxation Rules,1947 | M/s. Purple Wave Infocom Limited, 2 nd Floor, Poona Arcade, Ulubari, DR B Baruah Road, Guwahati, Assam-781008 | Registration Number: 18938994063 | Government of Assam, Commissioner ate of Taxes, Guwahati-C-3 | January 24, 2025 | Valid till Cancelled |

| Sr. No | Description | Address of Place of Business / Premises | Registration Number | Issuing Authority | Date of issue | Date of Expiry |
|--------|--|---|---------------------|--|---|----------------------|
| 8. | GST Registration Certificate (Assam) | M/s. Purple Wave Infocom Limited, 2ND Floor, Poona Arcade Dr. B Baruah Road Ullubari, Guwahati, Kamrup Metropolitan, Assam- 781008 | 18AAECP501 9P1ZY | Goods and Services Tax department, (Assam) | May 21,2024 Latest amended certificate issued on October 09,2024 | Valid till Cancelled |
| 9. | GST Registration Certificate (Haryana) | M/s.Purple Wave Infocom Limited, Plot No. -128 IMT Manesar Sector 4 Manesar Gurugram Haryana -122050 | 06AAECP501 9P1Z3 | Goods and Services Tax department, (Haryana) | September 26, 2023 Latest amended certificate issued on October 21 ,2024 | Valid till Cancelled |
| 10. | GST Registration Certificate (Delhi) | M/s.Purple Wave Infocom Limited, First Floor, Plot No. -01 & 02 MNG Tower, Sector -17 , Dwarka , New Delhi , South West Delhi ,Delhi,110075 Additional place Of Business: - 2nd Floor, D-478,, Near Ramphal Chowk, Sector-07, Dwarka, South West Delhi, Delhi, 110075 | 07AAECP501 9P1Z1 | Goods and Services Tax department, (Delhi) | July 01, 2017 Latest amended certificate issued on October 24 , 2024 | Valid till Cancelled |
| 11. | GST Registration Certificate (Maharashtra) | M/s. Purple Wave Infocom Limited, Building No. K-1, Gala No.1 And 2, Jay Shree Ram Complex, Near Monginis, Dapoda Village, Mankoli Naka, Bhiwandi, Thane, Maharashtra, 421302 | 27AAECP501 9P1ZZ | Goods and Services Tax department, Maharashtra | February 09, 2019 Latest amended certificate issued on December 07, 2024 | Valid till Cancelled |
| 12. | GST Registration Certificate (Karnataka) | M/s.Purple Wave Infocom Limited, 47/1, 1st Cross Street, Cambridge Layout, Bangalore, Bengaluru (Bangalore) Urban, Karnataka, 560008 | 29AAECP501 9P1ZV | Goods and Services Tax department, Karnataka | February 23, 2018 Latest amended certificate issued on November 21, 2024 | Valid till Cancelled |

Registrations related to Labour Laws:

| Sr. No. | Description | Address | License Number | Issuing Authority | Date of issue | Date of Expiry |
|---------|--|--|---|---|-------------------|----------------------|
| 1. | Registration under the Punjab Shops and Commercial Establishments Act,1958 | M/s. Purple Wave Infocom Limited, Second Floor, Plot Number-128, Sector-4, IMT Manesar, Gurugram, Haryana-122501 | Registration Number: PSA/REG/GGN /LI-GGN-15/0366183 | Labour Department, Haryana | January 16, 2025 | Valid till Cancelled |
| 2. | Registration under the Delhi Shops and Establishment Act, 1954 | M/s. Purple Wave Infocom Limited, Plot Number 2, First Floor Pocket A2 Sector 17, Dwarka New Delhi-110075 | Certificate Number: 2025015579 | Department of Labour, Government of National Capital Territory Of Delhi | January 31, 2025 | Valid till Cancelled |
| 3. | Registration under the Delhi Shops and Establishment Act, 1954 | M/s. Purple Wave Infocom Limited, Basement Block A Pocket 2 Sector 17,Dwarka,Delhi-110075 | Certificate Number: 2025015611 | Department of Labour, Government of National Capital Territory Of Delhi | January 31, 2025 | Valid till Cancelled |
| 4. | Registration under the Delhi Shops and Establishment Act, 1954 | M/s. Purple Wave Infocom Limited, Hall Number 4, Second Floor Built on Plot Number-D478 Sound System Design Audio/Video Conferencing PalamExtn Sector Seven Dwarka Delhi-110075 | Certificate Number: 2025015556 | Department of Labour, Government of National Capital Territory Of Delhi | January 31, 2025 | Valid till Cancelled |
| 5. | Registration under the Delhi Shops and Establishment Act, 1954 | M/s. Purple Wave Infocom Limited, Hall Number 1,First Floor Plot Number-D478 Palm Extn. Sector-7, Dwarka Delhi-10075 | Certificate Number: 2025038990 | Department of Labour, Government of National Capital | March 18,2025 | Valid till Cancelled |
| 6. | Registration under the Delhi Shops and Establishment Act, 1954 | M/s. Purple Wave Infocom Limited, Bearing Number-1,Block A Situated At Pocket 2 Sector 17, Dwarka-10078 Delhi | Certificate Number: 2025039000 | Department of Labour, Government of National Capital | March 18,2025 | Valid till Cancelled |
| 7. | Registration under the Delhi Shops and | M/s. Purple Wave Infocom Limited, | Registration Number: 2024221256 | Department of Labour, Government of National | December 04, 2024 | Valid till Cancelled |

| Sr. No. | Description | Address | License Number | Issuing Authority | Date of issue | Date of Expiry |
|---------|---|---|---|---|------------------|----------------------|
| | Establishment Act, 1954 | MNG Tower, Plot 1 2, 2nd Floor Sector 17 Pocket A2, Dwaraka, Delhi-110075 | | Capital Territory Of Delhi | | |
| 8 | Intimation under the Maharashtra Shops and Establishment Act 2018 | M/s. Purple Wave Infocom Limited, Gala Number 1 and 2, Jai Shree Ram Complex, Near Monginis, Dapoda Village, Bhiwandi, Thane-421302 | Receipt Number: 2510200319675 256 Application Number: 101101632503 | Office of Assistant Commissioner of Labour, Bhiwandi, Thane | January 25, 2025 | Valid till Cancelled |
| 9. | Intimation under the Maharashtra Shops and Establishment Act 2018 | M/s. Purple Wave Infocom Limited, 1306/D Wing ,13 Poonam Estate Cluster CHS Ltd, Shanti Mera Inhdows, Road Bhayander, Thane-401107 | Receipt Number: 2510200319675 167 Application Number: 101083072503 | Office of Assistant Commissioner of Labour, Bhiwandi, Thane | January 25, 2025 | Valid till Cancelled |
| 10. | Certificate of Registration under Assam Shops And Establishments Act, 1971 | M/s. Purple Wave Infocom Limited, 2nd Floor , Poona Arcade Dr. B Baruah Road Ullubari ,Guwahati ,Kamrup Metropolitan ,Assam- 781008 | Registration Number: SHE/2025/3017 37023323708IE | Government of Assam, Assistant Labour Commissioner (Guwahati) | January 16, 2025 | January 15, 2026 |
| 11. | Trade License Under (GMC Act,1969) Guwahati Municipal Corporation | M/s. Purple Wave Infocom Limited, Second Floor, Satya Poona Aroade, Dr B Baruah, Ulubari, Kamrup(Metro), Guwahati, Assam-781008 | Registration Number: GMC/SZ/17/GT L/202425/17370 14862586612 License Number: 1737014862586 612 | Guwahati Municipal Corporation | January 16, 2025 | March 31, 2025 |
| 12. | Delhi Municipal Corporation Act,1957 Registration Under General Trade/Storage License | M/s. Purple Wave Infocom Limited, First Floor, Property No 2 MNG Tower,Plot 1 2 Sector 17, Pocket A2,Dwarka, Sector 17, Delhi-110075 | License Number: MGTL0125131 082748 | Municipal Corporation Of Delhi | January 14, 2025 | March 31, 2025 |
| 13. | Registration under the Karnataka Shops and Commercial | M/s. Purple Wave Infocom Limited, | Registration Number: 19/89/S/0004/20 25 | Government of Karnataka, | January 20, 2025 | December 31, 2029 |

| Sr. No. | Description | Address | License Number | Issuing Authority | Date of issue | Date of Expiry |
|---------|--|--|-----------------------|--|---------------|----------------------|
| | Establishments Act, 1961 | 47/1, 1st Floor, 1st Cross Street, Cambridge Layout, Bangalore, 560008 | | Senior Labour Inspector, Circle 19 | | |
| 14. | Registration under the Employees Provident fund (EPF) | M/s. Purple Wave Infocom Private Limited D-478 ,2nd Floor , Sector-7 Dwarka , New Delhi 110075 | Code Number: DL/45736 | Employees Provident fund Organization | May 27, 2014 | Valid till Cancelled |
| 15. | Registration under Employee State Insurance Act (ESIC) | M/s. Purple Wave Infocom Private Limited, D-478 ,2nd Floor , Sector-7 Dwarka , New Delhi 110075 | 20001195000001099 | Employees' State Insurance Corporation | May 10, 2014 | Valid till Cancelled |

Business Related Approvals:

| Sr. No. | Description | Address of Premises | Registration Number | Issuing Authority | Date of issue | Date of Expiry |
|---------|--------------------------------|---|------------------------|---|-------------------|----------------------|
| 1. | LEI Certificate | M/s.Purple Wave Infocom Limited, Plot No. 1 & 2 Pocket A-2,2nd Floor,Sector-17,Dwarka, New Delhi-110078 | 8945009DH WS3ITAG6 T48 | Legal Entity Identifier India Limited | March 11, 2024 | March 11, 2026 |
| 2. | Import Export Code (IEC) | M/s.Purple Wave Infocom Private Limited * D-478, 2 nd Floor, Near Ramphal Chowk,Sector-7, Dwarka , New Delhi, South West Delhi, Delhi, 110075 *Application for change of name from Private Limited to "Limited" filed vide File no. DLIECPAMEND0008 0147AM25 filed on January 21, 2025 | AAECP5019 P | Ministry of Commerce and Industry Directorate General of Foreign Trade, | October 09, 2017 | Valid till Cancelled |
| 3. | Udyam Registration Certificate | M/s.Purple Wave Infocom Limited , 1 st Floor ,MNC Tower ,Dwarka , Plot No. 1 & 2 , Pocket A2 , Sector-17 ,New Delhi ,Delhi, South East, 110078 | UDYAM-DL-09-0001236 | Ministry of Micro, Small and Medium Enterprises | November 03, 2020 | Valid till Cancelled |

| Sr. No. | Description | Address of Premises | Registration Number | Issuing Authority | Date of issue | Date of Expiry |
|---------|--|---|---|--|-------------------|----------------------|
| 4. | ISO 9001:2015 (Quality Management System) | M/s.Purple Wave Infocom Limited, First Floor, Plot Number-01 And 02, MNG Tower, Sector 17, Dwarka, New Delhi-110075 | Certificate Number: KSRQP2412 222224 | KSR Certification LLP | December 24, 2024 | December 23, 2027 |
| 5. | Form MD-42, Registration Certificate To Sell, Stock, Exhibit Or Offer For Sale Or Distribution A Medical Device Including In Vitro Diagnostic Medical Device | M/s.Purple Wave Infocom Private Limited, Plot No. ½ Pocket –A2 , Sector -17 , Dwarka New Delhi | Registration Number: RMD/DeD/2 3/20-5434/1035 | Drugs Control Department Govt. of NCT of Delhi | August 21, 2023 | August 20, 2028 |
| 6. | BIS IS 16127: 2013 Behind the Ear (BTE) Hearing Aids – Digital – Specification | M/s.Purple Wave Infocom Private Limited , 1 st Floor, MNG Tower, Plot No. 1 & 2 , Pocket A-2 , District Court complex Dwarka , Delhi-110075 | CM/L-8530070516 | Bureau of Indian Standards | August 30, 2023 | August 29, 2025 |
| 7. | License To Electrical Contractors | M/s.Purple Wave Infocom Private Limited, D-478 ,2ND Floor , Sector 7, Dwarka , New Delhi | Application No. 5059000000 1498 | Government of NCT of Delhi (Labour Department) | December 02, 2019 | December 01, 2044 |
| 8. | Registration Certificate for Producer, Under Rule 4 of Battery Waster Management Rules, 2022 | M/s. Purple Wave Infocom Private limited, First Floor, Plot Number 01 and 02, MNG Tower, Sector 17,Dwarka, New Delhi-110075 | Ref: CPCB/BW M/1027 Certificate Number: 1.159537328 4403E+20 | Central Pollution Control Board, Ministry of Environment, Forest and Climate Change, Delhi | June 21, 2023 | June 20, 2028 |
| 9. | Certificate of Registration under Rule 27 of the Legal Metrology (Packaged Commodities) Rules, 2011 | M/s. Purple Wave Infocom Private limited, D-478, 2nd Floor, Near Ramphal Chowk,Sector-7, Dwarka, South West Delhi-110075 | Registration Number: GOI/DL/202 2/2652 | Ministry of Consumer Affairs, Food and Public Distribution, Krishi Bhawan, New Delhi | July 01, 2022 | Valid till Cancelled |

Intellectual Property

| S. No | Brand Name/Logo Trademark | Class | Application Number | Owner | Period of Validity | Authority | Current Status/ Validity |
|-------|---|-------|--------------------|--|-----------------------------------|------------------------------|--------------------------|
| 1. | Device "Saipur"  | 10 | 4975121 | M/s.Purple Wave Infocom Private Limited, | From May 17, 2021 to May 17, 2031 | Trade Marks Registry, Mumbai | Registered |
| 2. | Device "Saipur"  | 9 | 4975120 | M/s.Purple Wave Infocom Private Limited, | From May 17, 2021 to May 17, 2031 | Trade Marks Registry, Mumbai | Registered |
| 3. | Device "NANO THEATRE"  | 35 | 6658696 | M/s.Purple Wave Infocom Private Limited, | October 07, 2024 | Trade Marks Registry, Delhi | Formalities Chk Pass |
| 4. | Device "STREAMPURPLE"  | 9 | 6524174 | M/s.Purple Wave Infocom Private Limited, | July 12, 2024 | Trade Marks Registry, Delhi | Formalities Chk Pass |
| 5. | Device "The ivy"  | 9 | 6818164 | M/s.Purple Wave Infocom Private Limited, | January 22, 2025 | Trade Marks Registry, Delhi | Formalities Chk Pass |

Domain Names

| S.No | Domain Name and ID | Registry Domain ID | Registrant Name, ID and Address | Creation Date | Registry Expiry Date |
|------|--------------------|--|---|-------------------|----------------------|
| 1. | PURPLEWAVE.IN | D6187688-IN | GoDaddy.com, LLC Delhi IANA ID: 146 | April 18, 2012 | April 18, 2026 |
| 2. | saipur.in | DF65DB8FA34C04CD6 A1392468CA4C08EC- IN | GoDaddy.com, LLC Delhi IANA ID: 146 | May 12, 2021 | 12 May 2026 |
| 3. | nanotheatre.com | 1639463197_DOMAIN_ COM-VRSN | GoDaddy.com, LLC Delhi IANA ID: 146 | February 10, 2011 | 10 Feb 2026 |
| 4. | streampurple.in | D8106833-IN | GoDaddy.com, LLC Delhi IANA ID: 146 | February 06, 2014 | 06 Feb 2026 |
| 5. | theivy.in | D41440000007556565- IN | GoDaddy.com, LLC Delhi IANA ID: 146 | February 25, 2019 | 26 Feb 2026 |

Approvals in relation to Object of the issue:

| S. No. | Description | Property Address | Agreement | Party | Amount |
|---------------|--------------------|---|---|---|-----------------------|
| 1 | Letter of Intent | Plot No.1, Third Floor, Building MNG Tower, Pocket A-2, Sector 17, Dwarka, Delhi-110078 And Plot No.2, Third Floor, Building MNG Tower, Pocket A-2, Sector 17, Dwarka, Delhi-110078 | Sale Agreement Dated: April 22,2025 | First Party: Mr. Manoj Kumar Singh, Managing Director of M/s. Purple Wave Infocom limited Second Party: Mr. Mithilesh Gupta and Ms. Geeta Gupta | Rs.12.96,0 2,272/- |

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name and address of the Company pursuant to change of its constitution from Private Limited to Public Limited Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated January 02, 2025 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on January 23, 2025 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of equity shares on the BSE SME. BSE is the designated stock exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers 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 Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters, and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI;
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI;
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower;
- (d) None of our Promoters or Directors is a fugitive economic offender;
- (e) There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

We are an unlisted company and are eligible for the Initial Public Offer in accordance with Regulation 229 (1) of the SEBI ICDR Regulations which states the following:

“An issuer shall be eligible to make an initial public offer only if its post-issue paid-up capital is less than or equal to ten crore rupees.”

Further, as per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME on which the specified securities are proposed to be listed. The point wise criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

- Our Company was originally incorporated on November 19, 2007, under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana.
- As on the date of the Draft Red Herring Prospectus, our Company has a total paid-up capital of ₹ 675.00 Lakhs comprising 67,50,000 Equity Shares of ₹ 10/- each and the Post Issue paid-up Capital will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 10.00 crores.
- As per the Restated Financial Statements, our company has net worth at least ₹1 Cr for 2 preceding full financial years depicted as follows:

(₹ in Lakhs)

| Particulars | As on March 31, 2024 | As on March 31, 2023 | As on March 31, 2022 |
|-------------|----------------------|----------------------|----------------------|
| Net Worth | 818.46 | 274.63 | 208.73 |

- Based on the Restated Financial Statements, Company's Net Tangible Assets for the full financial year ended March 31, 2024 was more than Rs. 3 Crores and the working is given below:

(₹ in Lakhs)

| Particulars | March 31, 2024 |
|----------------------------|----------------|
| Net Worth | 818.46 |
| Less: Intangible Assets | 0.00 |
| Net Tangible Assets | 818.46 |

- Our Company was incorporated on November 19, 2007 under the provisions of Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana. Therefore, we are in compliance with criteria of having track record of 3 years.
- The Company confirms that it has operating profits (earnings before interest, depreciation and tax) of ₹ 1 Crore from operations for at least two out of three previous financial years preceding the application date as per the Restated Financial Statements.

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|----------------|----------------|----------------|
| Net Profit before Tax | 729.36 | 91.09 | 41.22 |
| Add: Finance Cost | 85.98 | 111.26 | 69.82 |
| Add: Depreciation and Amortisation Expenses | 28.37 | 29.64 | 16.37 |
| Less: Other Income | 12.86 | 32.22 | 14.49 |
| EBITDA | 830.86 | 199.76 | 112.92 |

- The Leverage ratio (Total Debts to Equity) of the Company as on December 31, 2024 was 0.99 which is less than the limit of 3:1. The working is given below:

(₹ in Lakhs)

| Particulars | December 31, 2024 |
|---|-------------------|
| Long Term Borrowings | 50.52 |
| Short Term Borrowings | 1,415.97 |
| Total Debt (A) | 1,466.48 |
| Paid-up Share Capital | 675.00 |
| Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account | 800.29 |
| Net worth (B) | 1,475.29 |
| Debt-Equity Ratio (A / B) | 0.99 |

- h. There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- i. The Promoter(s) or directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- j. Our directors are not disqualified/ debarred by any of the Regulatory Authority.
- k. There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.
- l. The Company confirms that there has not been any change in its name in last 1 year
- m. Other Requirements:
 - Our Company has a website: <https://www.purplewave.in/>
 - 100% of Equity Shares held by the Promoters are in dematerialised form.
 - Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated April 20, 2024 and National Securities Depository Limited dated May 06, 2024 for establishing connectivity.
 - There has been no change in the promoters of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.
 - The composition of the board our company is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval;
 - The Net worth of our company as mentioned above is computed as per the definition given in SEBI (ICDR) Regulations;
 - Our Company has not been referred to NCLT under IBC.
 - There is no winding up petition against our company, which has been admitted by the court.

As per Regulation 229 (4) of the SEBI ICDR Regulations, our Company has ensured that:

“In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document”: **Not Applicable**

As per Regulation 229 (5) of the SEBI ICDR Regulations, our Company has ensured that:

“In cases where there is a complete change of promoter of the issuer or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s)”: **Not Applicable**

As per Regulation 229 (6) of the SEBI ICDR Regulations, our Company has ensured that:

“An issuer may make an initial public offer, only if the issuer had minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least two out of the three previous financial years”

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a. The Draft Red Herring Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform of BSE. BSE is the Designated Stock Exchange;

- b. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated April 20, 2024 and National Securities Depository Limited dated May 06, 2024 for dematerialisation of its Equity Shares already issued and proposed to be issued;
- c. The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up;
- d. The entire Equity Shares held by the Promoters are in dematerialized form;
- e. The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter “*Objects of the Issue*” on page 86;
- f. The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size: **Not Applicable**;
- g. The shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders’ pre-issue shareholding on a fully diluted basis: **Not Applicable**;
- h. The objects of the issue does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, 2018 to the extent applicable.

We further confirm that:

1. In accordance with Regulation 245 (1) and (2) of the SEBI ICDR Regulations, the issue documents contain:
 - a. All material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision;
 - b. Disclosures specified in the Companies Act, 2013;
 - c. Disclosures specified in **Part A of Schedule VI**;
 - d. Details pertaining to Employees’ Provident Fund and Employee State Insurance Corporation;
 - e. Site visit report of issuer prepared by the Book Running Lead Manager is made available as a material document for inspection; and
 - f. Fees of Book Running Lead Manager to be disclosed in Prospectus.
2. In accordance with Regulation 246 of the SEBI ICDR Regulations the Book Running lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
3. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue has been one hundred percent (100%) underwritten and that the Book Running Lead Manager to the offer has underwritten at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please see “*General Information*” beginning on page 65
4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018 we have entered into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in the Issue.
5. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred (200), otherwise, the entire application money will be unblocked or refunded forthwith with interest as prescribed under SEBI ICDR Regulations and as per the applicable law.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations and amendments thereto.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED (FORMERLY KNOWN AS SHRENI CAPITAL ADVISORS PRIVATE LIMITED) HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website <https://www.purplewave.in/> or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement to be entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at bidding centres elsewhere.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Smart Horizon Capital Advisors Private Limited (*Formerly known as Shreni Capital Advisors Private Limited*) is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines

and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in 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, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

DISCLAIMER CLAUSE OF THE BSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with RoC.

LISTING

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE SME. Application have been made to the BSE SME for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME platform after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated [●] to use name of BSE in the Red Herring Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Stock Exchanges, our Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the stock exchange mentioned above are taken within three (3) Working Days of the Bid/Issue Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Issue within 3 Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p. a, for the delayed period or such other rate as may be prescribed by SEBI.

CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Chief Executive Officer, Company Secretary & Compliance Officer, Peer Review Auditor, Statutory Auditor; and (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue⁽¹⁾, Bankers to the company, Market Maker⁽¹⁾, Underwriters⁽¹⁾ and Syndicate Member⁽¹⁾ to act in their respective capacities, have been obtained and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

⁽¹⁾ The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, Peer Reviewed Auditors, M/s. M B Jajodia & Associates, Chartered Accountants, have provided their written consent to the inclusion of Restated Financial Statements dated April 21, 2025 and to the inclusion of their reports dated May 10, 2025 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

EXPERT OPINION

Except the report of the Peer Reviewed Auditors on statement of tax benefits and report on Restated Financial Statements for the period ending on December 31, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinion.

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

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES/ SUBSIDIARIES/ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled “*Capital Structure*” on page 75, our Company has not made any capital issue during the previous three years.

For details in relation to our group company, please see chapter titled “*Our Group Companies*” on page 185.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 75, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

For details in relation to our group companies, please see chapter titled “*Our Group Companies*” on page 185.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

Price information of past issues handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited)

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):

| Sr. No. | Issuer name | Issue size (₹ Crores) | Issue price (Rs.) | Listing Date | Opening price on Listing Date (in Rs.) | +/- % change in closing price, [+/- % change in closing benchmark] - 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing |
|-----------------------------|-----------------------------------|-----------------------|-------------------|-------------------|--|--|--|---|
| Mainboard IPO Issues | | | | | | | | |
| - | - | - | - | - | - | - | - | - |
| SME IPO Issues | | | | | | | | |
| 1. | Rikhav Securities Limited | 88.82 | 86.00 | January 22, 2025 | 163.40 | +2.97% [-1.19%] | -14.53% [+3.73%] | - |
| 2. | Maxvolt Energy Industries Limited | 54.00 | 180.00 | February 19, 2025 | 180.00 | -5.92% [+1.12%] | +8.28% [+8.78%] | - |
| 3. | Beezaasan Explotech Limited | 59.93 | 175.00 | March 03, 2025 | 146.00 | 0.00% [+4.67%] | - | - |
| 4. | Desco Infratech Limited | 30.75 | 150.00 | April 01, 2025 | 160.00 | 62.47% [+5.08%] | - | - |
| 5. | Virtual Galaxy Infotech Limited | 93.29 | 142.00 | May 19, 2025 | 180.00 | - | - | - |

Source: www.bseindia.com / www.nseindia.com

Notes:

1. The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.
2. Price on BSE/NSE are considered for all the above calculations.
3. In case 30th, 90th and 180th day is not a trading day, closing price of the previous trading day has been considered.
4. In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):

| Financial Year | Total no. of IPOs | Total funds raised (₹ Crores) | Nos. of IPOs trading at discount on as on 30 th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30 th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180 th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180 th calendar days from listing date | | |
|------------------------|--------------------|-------------------------------|--|-------------------|---------------|---|-------------------|---------------|--|-------------------|---------------|---|-------------------|---------------|
| | | | Over 50% | Between 25% - 50% | Less than 25% | Over 50% | Between 25% - 50% | Less than 25% | Over 50% | Between 25% - 50% | Less than 25% | Over 50% | Between 25% - 50% | Less than 25% |
| 2025-2026 [@] | 2 [#] | 124.04 | - | - | - | 1 | - | - | - | - | - | - | - | - |
| 2024-2025 [*] | 3 ^{&} | 202.75 | - | - | 1 | - | - | 1 | - | - | - | - | - | - |
| 2023-2024 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

[@]The script of Desco Infratech Limited and Virtual Galaxy Infotech Limited have not completed 180 days from the date of listing.

[#] The script of Desco Infratech Limited and Virtual Galaxy Infotech Limited were listed on April 01, 2025 and May 19, 2025.

^{*}The script of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited has not completed 180 days from the date of listing.

[&] The script of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited was listed on January 22, 2025, February 19, 2025 and March 03, 2025.

TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: www.shcpl.com.

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of

the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Issue Closing Date, the applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (fifteen) days, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days.

Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public offers opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the Bidders:

| Scenario | Compensation amount | Compensation period |
|--|---|---|
| Delayed unblock for cancelled / withdrawn / deleted applications | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher | From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | 1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | From the date on which multiple amounts were blocked till the date of actual unblock |
| Blocking more amount than the Bid Amount | 1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher | From the date on which the funds to the excess of the Application Amount were blocked till the date of actual unblock |
| Delayed unblock for non – Allotted / partially Allotted applications | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher | From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock |

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100/- per day or 15% per annum of the Application Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Applicants can contact our Company Secretary and Compliance officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information – Book Running Lead Manager*” on page 66

Anchor Investors are required to address all grievances in relation to the Issue to the BRLM.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has also appointed Shivani Gupta, Company Secretary and Compliance officer. For details, see “*General Information*” beginning on page 65.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on January 24, 2025 has also re-constituted a Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|------------------------------|------------------------------------|---------------------------------|
| Sandeep Kumar Likhmanania | Non-Executive Independent Director | Chairman |
| Sri Kant | Non-Executive Independent Director | Member |
| Sandhya Singh | Whole Time Director | Member |

For further details, please see the chapter titled “*Our Management*” beginning on page 166.

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

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

OTHER CONFIRMATIONS

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

THE ISSUE

The Issue comprises of a Fresh Issue of Equity shares.

RANKING OF EQUITY SHARES

The Equity Shares being issued, allotted and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, SCRA, SCRR and the Memorandum & Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on page 306.

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on January 02, 2025 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on January 23, 2025.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page 187.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Issue Price, Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM, and advertised in the Pre Issue and Price Band advertisement in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all editions of [●], a Regional daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide

circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDER

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 306

ALLOTMENT ONLY IN DEMATERIALIZED FORM

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- i. Tripartite agreement dated April 20, 2024 amongst our Company, CDSL and Registrar to the Issue.
- ii. Tripartite agreement dated May 06, 2024 between our Company, NSDL and Registrar to the Issue.

For details in relation to the Basis of Allotment, see “*Issue Procedure*” on page 279.

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 be two lots per application:

“*Provided that the minimum application size shall be above ₹ 2.00 lakhs.*”

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE SME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

JOINT HOLDERS

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

JURISDICTION

The courts of Maharashtra, India will have exclusive jurisdiction in relation to this Issue.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

NOMINATION FACILITY TO THE INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

- to register himself or herself as the holder of the equity shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening

Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Prospectus with Stock Exchange.

BID/ISSUE PROGRAM

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

| Event | Indicative Date |
|---|------------------------|
| Bid/Issue Opens on | [●] ⁽¹⁾ |
| Bid/Issue Closes on | [●] ⁽²⁾⁽³⁾ |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before [●] |
| Initiation of Refunds / unblocking of funds from ASBA Account* | On or before [●] |
| Credit of Equity Shares to demat account of the Allottees | On or before [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or before [●] |

(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●].

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs and shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s) (“SCSB”), to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fee for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Issue, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of one (1) working day, subject to the Issue Period not exceeding ten (10) working days.

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

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors)

| Bid/ Issue Period (except the Bid/ Issue Closing Date) | |
|--|--|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) |
| Bid/ Issue Closing Date* | |
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Individual Investors other than QIBs and NIIs | Only between 10.00 a.m. and up to 5.00 p.m. IST |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000) | Only between 10.00 a.m. and up to 4.00 p.m. IST |
| Submission of Electronic Applications (Syndicate Non-Individual Investor, Non-Individual Applications) | Only between 10.00 a.m. and up to 3.00 p.m. IST |
| Submission of Physical Applications (Bank ASBA) | Only between 10.00 a.m. and up to 1.00 p.m. IST |
| Submission of Physical Applications (Syndicate Non- Individual Applications, Non-Individual Applications where Bid Amount is more than ₹500,000) | Only between 10.00 a.m. and up to 12.00 p.m. IST |
| Modification/ Revision/cancellation of Bids | |
| Upward Revision of Bids by QIBs and Non-Institutional Bidders categories [#] | Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date |
| Upward or downward Revision of Bids or cancellation of Bids by IIs | Only between 10.00 a.m. and up to 5.00 p.m. IST |

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

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by IIs.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by Individual Investors after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares.

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

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

In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, our company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond the stipulated time 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 at the rate of 15% per annum or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than two lots.

“Provided that the minimum application size shall be above ₹2 lakhs.”

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for the lock-in of the pre- Issue capital of our Company and the Anchor Investor lock-in as provided in “*Capital Structure*” beginning on page 75 and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 306.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

NEW FINANCIAL INSTRUMENTS

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

ALLOTMENT OF SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

APPLICATION BY ELIGIBLE NRIS, FPIS OR VCFS REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulations, Where the post-issue paid up capital of the Company listed on the BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue etc. the Company shall migrate its equity shares listed

on a SME Platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

- a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).”

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, the company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited:

| Eligibility Criteria | Details |
|--|--|
| Paid up capital and market capitalization | Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores. (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.) |
| Promoter holding | Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application. |
| Financial Parameters | <ul style="list-style-type: none"> • The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediately preceding Financial Year of making the migration application to Exchange • The applicant company should have a Net worth of at least ₹ 15 crores for 2 preceding full financial years |
| Track record of the company in terms of listing/ regulatory actions, etc | The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years. |
| Regulatory action | <ul style="list-style-type: none"> • No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals. • No Debarment of company, promoters/promoter group, subsidiary company by SEBI. • No Disqualification/Debarment of directors of the company by any regulatory authority. • The applicant company has not received any winding up petition admitted by a NCLT |
| Public Shareholder | The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern. |
| Other parameters like No. of shareholders, utilization of funds | <ul style="list-style-type: none"> • No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. • No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the |

| Eligibility Criteria | Details |
|----------------------|---|
| | <p>applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.</p> <ul style="list-style-type: none"> • The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. • The applicant company has no pending investor complaints. • Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action. |

Notes:

1. Net worth definition to be considered as per definition in SEBI ICDR.
2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange.

MARKET MAKING

The shares Offered through this issue are proposed to be listed on the BSE SME, wherein the Book Running Lead Manager to this Issue shall ensure compulsory market making through the registered Market Maker of the BSE 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 BSE SME. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 65.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Issue paid up capital does not exceed ten crore rupees. The company shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page 264 and 279 respectively.

ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of up to 24,96,000 Equity Shares for Cash at an Issue Price of ₹ [●] per Equity Share. The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“the Net Issue”). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company.

This Issue is being made by way of Book Building Process.

| Particulars of the Issue | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Bidders | Individual Investors/Bidders (who applies for minimum application size) |
|---|----------------------------------|--|---|---|
| Number of Equity Shares available for allocation or allotment* ⁽²⁾ | [●] Equity Shares | Not more than [●] Equity Shares of face value of ₹10/- each. | Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or offer less allocation to QIB Bidders and Individual Investors. | Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or offer less allocation to QIB Bidders and Non - Institutional Investors. |
| Percentage of issue size available for allocation or allotment | [●] % of the issue size | Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor investor portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion. | Not less than 15% of the Net Issue. Further, (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs. (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs. provided that the unsubscribed portion in either the sub-categories as mentioned above could be allocated to | Not less than 35% of the Net Issue. |

| Particulars of the Issue | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Bidders | Individual Investors/Bidders (who applies for minimum application size) |
|-----------------------------------|---|---|--|--|
| | | | applicants in the other sub-category of Non-Institutional Bidders. | |
| Basis of Allotment ⁽³⁾ | Firm Allotment | Proportionate as follows (excluding the Anchor investor portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. c) Up to 60% of QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. | Proportionate basis subject to the availability of shares in non-institutional investors' category, the allotment of equity shares to each non-institutional category shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis, the [●] Equity Shares shall be allotted in multiples of [●] Equity Shares. For details, see "Issue Procedure" beginning on page 279. | Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see "Issue Procedure" beginning on page 279. |
| Mode of Bid | Only through ASBA Process | ASBA only except for Anchor Investors ⁽⁴⁾ | Only through ASBA Process | Through ASBA Process, Through Banks or by using UPI ID for payment |
| Mode of Allotment [^] | Compulsorily in dematerialized form | | | |
| Minimum Bid Size | [●] Equity Shares in multiple of [●] Equity shares. | Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000. | Such number of Equity shares in multiple of [●] Equity shares such that the application is for more than two lots. | [●] Equity Shares in multiple of [●] Equity shares such that Bid Amount exceeds ₹ 200,000 and shall be two lots per application. |
| Maximum Bid | [●] Equity Shares | Such number of Equity | Such number of | Such number of |

| Particulars of the Issue | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Bidders | Individual Investors/Bidders (who applies for minimum application size) |
|--------------------------------------|---|---|---|---|
| Size | | Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding the Anchor portion), subject to applicable limits. | 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. | Equity Shares in multiples of [●] Equity Shares subject to limits as applicable to the Bidder. |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter. | | | |
| 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 and in multiples thereof |
| Who can apply? ^{(3)/(5)} | Market Maker | Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws | Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices | Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid size shall be two lots and the minimum application size shall be above ₹2.00 Lakhs. |

| Particulars of the Issue | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Bidders | Individual Investors/Bidders (who applies for minimum application size) |
|--------------------------|--|-----------------------|---------------------------|---|
| | | including FEMA Rules. | | |
| Terms of Payment | <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾</p> | | | |

*Assuming full subscription in the Issue.

[^]SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and IIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- (1) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.
- (2) The SEBI ICDR Regulation, 2018, permits the issue of securities to the public through the Book Building Process, which states that not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) Regulations, 2018. Not more than 50% of the Net Issue shall be allotted to QIBs, subject to valid Bids being received at or above the Issue Price.
- (3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed

on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

- (4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*
- (5) *The Bids by FPIs with certain structures as described under “Issue Procedure” on page 279 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.*

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and allotment to Non- Institutional Investors shall be more than two lots, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see “*Terms of the Issue*” on page 264.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

The SEBI ICDR Regulation, 2018, permits the issue of securities to the public through the Book Building Process, which states that not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) Regulations, 2018. Not more than 50% of the Net Issue shall be allotted to QIBs, subject to valid Bids being received at or above the Issue Price.

Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, our Company shall ensure that the minimum application size shall be two lots per application:

"Provided that the minimum application size shall be above ₹ 2 lakhs."

SEBI through the UPI Circulars 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, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by UPI Bidders through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and timeline of T+6 days (UPI Phase I).

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no.

SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.

The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

The BRLM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in **SEBI RTA Master Circular**, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running Lead Manager shall continue to coordinate with intermediaries involved in the said process.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022; applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to two days.

Our Company and the BRLM, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

BOOK BUILDING PROCEDURE

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 35.00% of the Net Issue shall be available for allocation to Individual Bidders who applies for minimum application size. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-

Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) Regulations, 2018. Not more than 50% of the Net Issue shall be allotted to QIBs, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under- subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, and CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

In accordance with Rule 19(2)(b) of the SCRR, the Issue will constitute at least 25% of the post Issue paid-up Equity Share capital of our Company.

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 IIs Bidding in the Individual Investor Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (the “UPI Streamlining Circular”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one working day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post- issue BRLM will be required to compensate the concerned investor. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the LMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be made under UPI Phase III of the UPI Circular.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

AVAILABILITY OF DRAFT RED HERRING PROSPECTUS, RED HERRING PROSPECTUS, PROSPECTUS AND BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the of BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders and must provide the bank account details or valid UPI ID in the relevant space provided in the ASBA Form and authorisation to block funds in their respective ASBA Accounts. The ASBA Forms that do not contain such details will be rejected. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Applicants shall ensure that the Applications are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository

Participants. IIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA bidders are also required to ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

- a. IIs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- b. UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- c. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

| Category | Colour of Bid cum Application form* |
|--|-------------------------------------|
| Resident Indians, including QIBs, Non-institutional Investors and Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis. | White |
| Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis | Blue |
| Anchor Investors** | White |

* Excluding electronic Bid cum Application Form.

** Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager. Electronic Bid cum Application forms will also be available for download on the website of BSE (www.bseindia.com).

In case of ASBA forms, the Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded up to 5.00 p.m. on Bid/ Issue Closing Date.

The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with

UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Issue Period until the Cut-Off Time.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

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.

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).

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

| Sr. No. | Designated Intermediaries |
|----------------|---|
| 1. | A SCSB, with whom the bank account to be blocked, is maintained. |
| 2. | A syndicate member (or sub-syndicate member). |
| 3. | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’). |
| 4. | A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity). |
| 5. | A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity). |

Individual 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:

| | |
|--|---|
| For Applications submitted by Investors to SCSBs: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For applications submitted by investors to intermediaries other than SCSBs: | After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
| For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment: | After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who Can Apply?

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 Issue 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:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
 - a. Minors (except through their Guardians)
 - b. Partnership firms or their nominations
 - c. Foreign Nationals (except NRIs)
 - d. Overseas Corporate Bodies

ELECTRONIC REGISTRATION OF BIDS

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The

Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.

- On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.
- QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF BOOK RUNNING LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP

The Book Running Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, BRLM and any persons related to the BRLM (except Mutual Funds sponsored by entities related to the BRLM) cannot apply in the Issue.

All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

- i. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- ii. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- iii. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- iv. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:

- i. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- ii. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- iii. there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NON-RESIDENT INDIANS

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRI/ NRO accounts.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 304.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

BIDS BY HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids/Applications by HUFs may be considered at par with Bids from individuals.

BIDS BY FPIs and FIIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post- issue Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020,

can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the issue are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- i. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- ii. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- iii. such offshore derivative instruments are issued after compliance with 'know your client' norms;
- iv. such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- a) FPIs which utilise the multi-investment manager structure;
- b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- d) FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- f) Government and Government related investors registered as Category 1 FPIs; and
- g) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name

of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Issue shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

BIDS BY SEBI REGISTERED VCFs, AIFs AND FVCIs

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the issue shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services

provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

BIDS BY SCSBs

SCSBs participating in the issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time

BIDS BY ANCHOR INVESTORS

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the

Book Running Lead Manager.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ issue Opening Date and be completed on the same day.
5. Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid
8. If the issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
10. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

The Issue shall be opened after at least three Working Days from the date of filing of the Red Herring Prospectus with the RoC.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. IIs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021
3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
4. Ensure that you have Bid within the Price Band;
5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. UPI Bidders Bidding in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party
9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
10. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DOP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
24. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for

blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;
27. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of IIs, once the Sponsor Banks issues the Mandate Request, the IIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
28. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the IB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;
31. Bids by Eligible NRIs for a Bid Amount of ₹2.00 lakhs and for 2 lots would be considered under the Individual Investor Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs and 2 lots would be considered under the Non-Institutional Category for allocation in the Issue;
32. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. IIs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date.
34. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount less than ₹2.00 lakhs and 2 lots (for Bids by IIs);
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Issue Closing Date;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Individual Bidders Bidding can revise or withdraw their Bids on or before the Bid/ Issue Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;
29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
31. Do not Bid if you are an OCB;

32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

GROUND FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids 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 UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the IIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by IIs with Bid Amount of a value of less than ₹2.00 lakhs and below 2 lots;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by IIs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. On the Bid/ Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

METHOD AND PROCESS OF BIDS

The Designated Intermediaries shall accept bids from the Applicants during the Issue Period.

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

During the Issue Period, bidders who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The bidder cannot apply on another application form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the application amount are available in the ASBA Account, as mentioned in the application form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the application amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The application amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the application amount against the allotted equity shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the application form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on a proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.

- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advise the SCSBs to debit or unblock the respective accounts.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue through the Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Issue to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Individual Investors, Non-Institutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. SEBI ICDR Regulations.

PAYMENT INTO ANCHOR INVESTOR ESCROW ACCOUNTS

Our Company in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

- In case of resident Anchor Investors: “[●]”
- In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

ISSUANCE OF CONFIRMATION ON ALLOCATION NOTE AND ALLOTMENT IN THE ISSUE

Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The BRLM or the Registrar to the Issue will dispatch an Allotment

Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Issue Procedure for Application Supported by Blocked Account (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Terms of Payment

The entire Issue price of ₹ [●] /- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment Mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Bid 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- Institutional Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, 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, Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Issue 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.

PRE- ISSUE AND PRICE BAND ADVERTISEMENT

Subject to Section 30 of the Companies Act and Regulation 250 (4) and 264 (1) of the SEBI ICDR Regulations and amendments thereto, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- issue and price band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●], and all editions of the Hindi daily newspaper [●], in Delhi (Hindi also being the regional language of Delhi where our Registered Office is located) each with wide circulation.

In the pre- issue and price band advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act and Regulation 250 (4) and 264 (1) of the SEBI ICDR Regulation, 2018, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations, 2018.

ALLOTMENT ADVERTISEMENT

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●], and all editions of the Regional daily newspaper [●], in Delhi (Hindi also being the regional language of Delhi, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company, the 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 Bid for do not exceed the prescribed limits under applicable laws or regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND FILING WITH THE ROC

- (A) Our Company intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Issue Price but prior to the filing of the Red Herring Prospectus or the Prospectus, as applicable.
- (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 Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "*Terms of the Issue*" on page 264.

INVESTOR GRIEVANCE

In case of any pre- Issue or post- Issue 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, please refer to the chapter titled "*General Information*" on page 65

SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to two days. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

IMPERSONATION

Attention of the bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- Adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed;
- If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- The funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within two Working Days from the Bid/ Issue Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- That if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall be informed promptly;

The information set out above is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the prescribed limits under applicable laws or regulations.

UTILISATION OF ISSUE PROCEEDS

- Our Company severally and not jointly, specifically confirm that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.
- Details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee Company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the FDI policy, FDI in companies engaged in the AV Service Providers which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such Company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 279. Each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Investor shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue/ Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Issue may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Investors. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Investors are advised to make their independent investigations, seek independent legal advice

about its ability to participate in the Issue and ensure that the number of Equity Shares Issue for do not exceed the applicable limits.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

No material clause of Articles of Association set out below has been left out from disclosure which may have a bearing on the Issue with respect to any investment decision or otherwise.

COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF
PURPLE WAVE INFOCOM LIMITED
(COMPANY LIMITED BY SHARES)
PRELIMINARY

**Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

Interpretation

I. (1) In these regulations—

- (a) “the Act” means the Companies Act, 2013,
 - (b) “the seal” means the common seal of the company.
 - (c) the Company means PURPLE WAVE INFOCOM LIMITED
 - (d) the Office means Registered Office of the Company
 - (e) the Directors means the Directors of the Company and includes persons occupying the position of the Directors by whether name called
- (2) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5 (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(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.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) 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.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

20.1 However, the registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever;

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(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.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) 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 shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) 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.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33 (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

39. (i) The company in general meeting 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 any 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 (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44 (i) 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.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45 . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

49 . (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(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.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(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 directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72 . (i) A committee may elect a Chairperson of its meetings.

(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.

73. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer

The Seal

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

87 (a) there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law;

88. No dividend shall bear interest against the company.

Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at <https://www.purplewave.in/>, and will be available for inspection from date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such agreements executed after the Bid/issue Closing Date).

MATERIAL CONTRACTS

1. Issue Agreement dated February 11, 2025 between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated January 06, 2025 between our Company and the Registrar to the Issue.
3. Banker(s) to the Issue Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank, Sponsor Bank, Public Issue Bank and the Refund Bank.
4. Market Making Agreement dated [●] between our Company and the Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company and Book Running Lead Manager and the Underwriter.
6. Syndicate Agreement dated [●] amongst our Company, the Book Running Lead Manager, and Syndicate Members.
7. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated April 20, 2024.
8. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated May 06, 2024.

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated November 19, 2007, issued as “*Purple Wave Infocom Private Limited*” under the provisions of the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana.
3. Copy of Fresh Certificate of Incorporation dated August 08, 2024, issued by Registrar of Companies, Central Processing Centre to name change from “*Purple Wave Infocom Private Limited*” to “*Purple Wave Infocom Limited*” pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated January 02, 2025 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on January 23, 2025 in relation to the Issue.
6. Examination report for Restated Financial Statements dated April 21, 2025 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
7. The Statement of Possible Tax Benefits dated May 10, 2025 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
8. Copies of Audited Financial Statements of the Company for the period ended December 31, 2024 and financial year ended March 31, 2024, 2023, and 2022.

9. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Chief Executive Officer, Senior Management Personnel, Statutory Auditor, Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Issue and Registrar to the Issue to act in their respective capacities.
10. Certificate on KPI's issued by the Peer Review Auditor by way of their certificate dated May 10, 2025.
11. Board Resolution dated May 21, 2025 for approval of Draft Red Herring Prospectus, dated for [●] approval of Red Herring Prospectus
12. Due Diligence Certificate dated [●] to SEBI by the Book Running Lead Manager.
13. Site Visit Report prepared by the BRLM.
14. In principle Approval from BSE vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on the BSE SME.
15. Trademark License Agreement dated July 12, 2024 with our group company, Purplewave India Private Limited to use the trademark "PURLEWAVE" and carry business.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

| | |
|--|--|
| Sd/- Manoj Kumar Singh Chairman and Managing Director DIN: 00036674 | Sd/- Sandhya Singh Whole Time Director DIN: 01238745 |
| Sd/- Ananya Singh Executive Director DIN: 09007941 | Sd/- Sandeep Kumar Likhmania Non-Executive Independent Director DIN: 03592714 |
| Sd/- Sri Kant Non-Executive Independent Director DIN: 06951400 | Sd/- Satendra Kumar Goyal Non-Executive Independent Director DIN: 08767544 |

SIGNED BY THE CFO, CS AND CEO OF OUR COMPANY

| | |
|--|--|
| Sd/- Aafaqu Ahmad Chief Financial Officer | Sd/- Shivani Gupta Company Secretary and Compliance Officer |
| Sd/- Shaurya Somani Chief Executive Officer | |

Date: May 21, 2025

Place: Delhi